

DiamondRock Hospitality Co
Form S-11
March 30, 2006

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As filed with the Securities and Exchange Commission on March 30, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM S-11

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

DIAMONDROCK HOSPITALITY COMPANY

(Exact Name of Registrant as Specified in its Governing Instruments)

6903 Rockledge Drive, Suite 800, Bethesda, Maryland 20817, (240) 744-1150

(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

William W. McCarten
Chief Executive Officer

DiamondRock Hospitality Company
6903 Rockledge Drive, Suite 800, Bethesda, Maryland 20817
(240) 744-1150

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Suzanne D. Lecaroz, Esq.
Goodwin Procter LLP
Exchange Place, 53 State Street
Boston, MA 02109
(617) 570-1000

David C. Wright, Esq.
Hunton & Williams LLP
951 E. Byrd Street
Richmond, Virginia 23219-4074
(804) 788-8200

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-132266

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of Securities Being Registered | Amount Being Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|---|-----------------------------------|--|---|-----------------------------------|
| Common Stock, \$0.01 par value per share | 3,220,000 | \$13.00 | \$41,860.00 | \$4,480 |

(1) Includes 420,000 shares that may be purchased pursuant to an over-allotment option granted to the underwriters.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), and General Instruction G of Form S-11. The contents of the Registration Statement on Form S-11 (Registration No. 333-132266) filed by DiamondRock Hospitality Company (the "Company") pursuant to the Act with the Securities and Exchange Commission (the "Commission") on March 8, 2006, as amended, including the exhibits thereto, and declared effective by the Commission on March 29, 2006, is incorporated herein by reference.

CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on March 30, 2006), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than March 30, 2006.

*

By Michael D. Schechter, as attorney-in-fact pursuant to written power of attorney

EXHIBIT INDEX

| Exhibit Number | Exhibit Title |
|---------------------------|--|
| 5.1 | Opinion of Goodwin Procter LLP |
| 8.1 | Opinion of Goodwin Procter LLP |
| 23.1 | Consent of Goodwin Procter LLP (included in Exhibit 5.1) |
| 23.2 | Consent of KPMG LLP |
| 23.3 | Consent of PricewaterhouseCoopers LLP |
| 23.4 | Consent of Ernst & Young LLP |
| 24.1 | Power of Attorney* |

*

Incorporated by reference to the Company's Registration Statement on Form S-11, as amended, filed with the Securities and Exchange Commission on March 8, 2006 (File No. 333-132266).

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