

Ashford Inc
Form DEFA14A
March 30, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant ☒ X

Filed by a Party other than the Registrant ☐ O

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

Ashford Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

Edgar Filing: Ashford Inc - Form DEFA14A

- (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Edgar Filing: Ashford Inc - Form DEFA14A

This Schedule 14A filing consists of the presentation by Ashford Inc. (Ashford) to the investment community, dated March 30, 2016, which includes discussions relating to the previously announced transaction between Ashford and Remington Holdings, LP (Remington), pursuant to the terms of an Acquisition Agreement, dated September 17, 2015, by and among Ashford, Remington, Ashford Advisors, Inc., Archie Bennett, Jr., Monty J. Bennett, Remington Holdings GP, LLC, MJB Investments, LP, Mark A. Sharkey, Remington Hospitality Management, Inc., Ashford GP Holdings I, LLC and Remington GP Holdings, LLC.

Additional Information and Where to Find It

In connection with the transaction described above, Ashford filed a proxy statement on Schedule 14A with the Securities and Exchange Commission (the SEC) on March 15, 2016. SHAREHOLDERS ARE ADVISED TO READ THE PROXY STATEMENT BECAUSE IT CONTAINS IMPORTANT INFORMATION. Shareholders will be able to obtain a free copy of the proxy statement and other relevant documents filed with the SEC from the SEC's website at www.sec.gov, or by directing a request by mail to Ashford Inc., 14185 Dallas Parkway, Suite 1100, Dallas, TX, 75254 or from Ashford's website at www.ashfordinc.com.

Ashford and certain of its directors and officers may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies from its shareholders in connection with the transaction. Information concerning the interests of the persons who may be considered participants in the solicitation is set forth in Ashford's proxy statements and its Annual Report on Form 10-K previously filed with the SEC, and is set forth in the proxy statement relating to the Remington transaction filed with the SEC on March 15, 2016. Copies of these documents can be obtained, without charge, at the SEC's website at www.sec.gov, by directing a request to Ashford at the address above, or at www.ashfordinc.com.

Safe Harbor for Forward-Looking Statements

This document contains statements that are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations or beliefs about future events. These statements are not guarantees of future events and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual events may differ materially from what is expressed in such forward-looking statements due to numerous factors, including, without limitation: general volatility of the capital markets and the market price of Ashford's common stock; changes in Ashford's business or investment strategy; availability, terms and deployment of capital; availability of qualified personnel; changes in the industry and the market in which Ashford operates, interest rates or the general economy, the degree and nature of the competition, and the satisfaction of the conditions to the completion of the transaction with Remington Holdings LP. Further information and risks regarding factors that could affect Ashford's business, operations, financial results or financial positions are discussed from time to time in Ashford's SEC filings and reports, including its Annual Report on Form 10-K for the year ended December 31, 2015. The shareholders of Ashford and other readers are cautioned not to put undue reliance on any forward-looking statements. Ashford undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.
