

HOSPITALITY PROPERTIES TRUST
Form 8-A12B
June 30, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

HOSPITALITY PROPERTIES TRUST

(Exact name of registrant as specified in its charter)

Maryland

(State of incorporation or organization)

04-3262075

(I.R.S. Employer Identification No.)

Two Newton Place, 255 Washington Street, Suite 300, Newton, MA

(Address of principal executive offices)

02458-1634

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

Common Shares of Beneficial Interest,
par value \$.01 per share

**Name of each exchange on which
each class is to be registered**

The NASDAQ Stock Market LLC

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box:

Securities Act registration statement file number to which this form relates (if applicable): **Not applicable**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

EXPLANATORY NOTE

Hospitality Properties Trust, or the Company, is filing this Form 8-A in connection with the transfer of the listing of its common shares of beneficial interest, par value \$.01 per share, or Common Shares, from the New York Stock Exchange to The NASDAQ Stock Market LLC.

Item 1. Description of Registrant's Securities to be Registered.

A description of the Common Shares is contained in the Prospectus dated August 21, 2015 included in the Company's Registration Statement on Form S-3 (File No. 333-206514) under the caption "Description of Shares of Beneficial Interest" at pages 19 through 20 thereof, filed with the Securities and Exchange Commission on August 21, 2015. The description in such Prospectus is incorporated herein by reference.

Item 2. Exhibits

Exhibit Number	Description
3.1	Composite Copy of Amended and Restated Declaration of Trust, dated as of August 21, 1995, as amended to date. (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.)
3.2	Articles Supplementary, dated as of January 13, 2012. (Incorporated by reference to the Company's Current Report on Form 8-K dated January 13, 2012.)
3.3	Amended and Restated Bylaws of the Company, adopted August 7, 2015. (Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015.)
4.1	Form of Common Share Certificate. (Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2013.)
4.2	Registration Rights and Lock-Up Agreement, dated as of June 5, 2015, among the Company, ABP Trust (f/k/a Reit Management & Research Trust), Barry M. Portnoy and Adam D. Portnoy. (Incorporated by reference to the Company's Current Report on Form 8-K dated June 5, 2015.)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HOSPITALITY PROPERTIES TRUST

By:	/s/ Mark L. Kleifges
Name:	Mark L. Kleifges
Title:	Chief Financial Officer and Treasurer

Dated: June 30, 2016