

Xenia Hotels & Resorts, Inc.
Form 4
February 06, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WELCH ANDREW J

(Last) (First) (Middle)

**C/O XENIA HOTELS & RESORTS,
INC., 200 S. ORANGE AVENUE,
SUITE 1200**

(Street)

ORLANDO, FL 32801

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Xenia Hotels & Resorts, Inc. [XHR]

3. Date of Earliest Transaction
(Month/Day/Year)

02/04/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/04/2015		A		146 ⁽¹⁾	A	\$ 0 146

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Units	\$ 0 <u>(2)</u>	02/04/2015		A		20,330		03/12/2017 <u>(3)</u>	03/12/2017 <u>(3)</u>	Common Stock	20,330
Share Units	\$ 0 <u>(2)</u>	02/04/2015		A		25,847		<u>(4)</u>	<u>(4)</u>	Common Stock	25,847

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELCH ANDREW J C/O XENIA HOTELS & RESORTS, INC. 200 S. ORANGE AVENUE, SUITE 1200 ORLANDO, FL 32801				See Remarks

Signatures

/s/ Marcel Verbaas as
Attorney-in-Fact

****Signature of Reporting Person**

Date _____

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares of Common Stock granted to the Reporting Person pursuant to the Xenia Hotels & Resorts, Inc., XHR Holding, Inc.

- (1) and XHR LP 2015 Incentive Award Plan in order to satisfy certain state law requirements relating to obtaining liquor licenses for properties belonging to the Issuer.

- (2) Each share unit represents the contingent right to receive one share of Common Stock.

The annual share units issued under the Xenia Hotels & Resorts, Inc. 2014 Share Unit Plan (the "2014 Share Unit Plan") vest and become payable on March 12, 2017. The annual share units will be settled in Common Stock or the cash equivalent thereof upon vesting, subject

- (3) to earlier settlement upon termination of the Reporting Person's employment with the Issuer by the Reporting Person for Good Reason (as defined in the award agreement or the 2014 Share Unit Plan) or by the Issuer without Cause (as defined in the award agreement or the 2014 Share Unit Plan), and subject to earlier settlement in cash upon the Reporting Person's death or disability.

The contingent share units issued under the 2014 Share Unit Plan vest and become payable in three equal annual installments beginning on February 4, 2016. The contingent share units will be settled in Common Stock or the cash equivalent thereof upon vesting, subject to

- (4) earlier settlement upon termination of the Reporting Person's employment with the Issuer by the Reporting Person for Good Reason (as defined in the award agreement or the 2014 Share Unit Plan) or by the Issuer without Cause (as defined in the award agreement or the 2014 Share Unit Plan), and subject to earlier settlement in cash upon the Reporting Person's death or disability.

Remarks:

Executive Vice President, Chief Financial Officer and Treasurer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.