

Moyle Bernard Thomas
Form 4
February 02, 2018

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 *
Moyle Bernard Thomas

(Last) (First) (Middle)

201 W NORTH RIVER DR. #100

(Street)

SPOKANE, WA 99201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Red Lion Hotels CORP [RLH]

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

01/19/2018

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 below) ____ Other (specify below)

E.V. P. & C.O.O.

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 (1)	(A) or (D) Price \$ (2)	
Common Stock	01/31/2018		A		414,000 (1)	A 8.34 (2)	1,104,000 I
Common Stock						46,214 (4)	D

By
Corporation
(3)

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

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(9-02)

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

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Moyle Bernard Thomas
201 W NORTH RIVER DR. #100
SPOKANE, WA 99201

E.V. P. & C.O.O.

Signatures

/s/Julie Langenheim,
Attorney-in-fact

02/02/2018

**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).

- On January 19, 2018, Thirty-Eight Street, Inc. ("TESI") of which the reporting person is the Chief Operating Officer and holds 50% of the outstanding shares, became entitled to receive 414,000 shares of RLH common stock pursuant to an Asset Purchase Agreement dated September 30, 2016 between RLH, Vantage Hospitality Group, Inc., and TESI. The asset purchase agreement provided TESI would
- (1) become eligible to earn an additional 414,000 shares of RLH common stock, for no additional consideration, upon the attainment of certain performance criteria, specifically the retention of Vantage properties under franchise or membership license agreements during the 12 months ended September 30, 2017. The reporting person's right to receive additional shares became fixed and irrevocable on September 30, 2016, the effective date of the Vantage acquisition.
 - (2) The price is based on the closing price on September 30, 2016, the date of the Vantage acquisition.
 - (3) Represents shares held by Thirty-Eight Street, Inc., a Florida corporation ("TESI"). Mr. Moyle disclaims beneficial ownership of the portion of these shares in which he does not have any pecuniary interest. Mr. Moyle holds 50% of the outstanding shares of TESI and serves as its Chief Operating Officer.
 - (4) Amount includes total number of restricted stock units held.

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

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