

HERSHA HOSPITALITY TRUST  
Form 10-Q  
April 28, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_ to \_\_\_\_

COMMISSION FILE NUMBER: 001-14765

HERSHA HOSPITALITY TRUST

(Exact Name of Registrant as Specified in Its Charter)

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Maryland 251811499  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

44 Hersha Drive, Harrisburg, PA 17102  
(Address of Registrant's Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (717) 236-4400

Indicate by check mark whether the registrant (i) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (ii) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Sec.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer  
Non-accelerated filer Small reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

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As of April 27, 2015, the number of Class A common shares of beneficial interest outstanding was 196,316,523 and there were no Class B common shares of beneficial interest outstanding.

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Hersha Hospitality Trust

Table of Contents

PART I. FINANCIAL INFORMATION	Page
Item	
1. Financial Statements.	
<u>Consolidated Balance Sheets as of March 31, 2015 [Unaudited] and December 31, 2014</u>	<u>3</u>
<u>Consolidated Statements of Operations for the Three Months Ended March 31, 2015 and 2014 [Unaudited]</u>	<u>4</u>
<u>Consolidated Statements of Comprehensive Income for the Three Months Ended March 31, 2015 and 2014 [Unaudited]</u>	<u>6</u>
<u>Consolidated Statements of Equity for the Three Months Ended March 31, 2015 and 2014 [Unaudited]</u>	<u>7</u>
<u>Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2015 and 2014 [Unaudited]</u>	<u>9</u>
<u>Notes to the Consolidated Financial Statements</u>	<u>11</u>
Item	
2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations.</u>	<u>32</u>
Item	
3. <u>Quantitative and Qualitative Disclosures About Market Risk.</u>	<u>44</u>
Item	
4. <u>Controls and Procedures.</u>	<u>45</u>
PART II. OTHER INFORMATION	
Item	
1. <u>Legal Proceedings.</u>	<u>46</u>
Item	
1. <u>Risk Factors.</u>	<u>46</u>
Item	
2. <u>Unregistered Sales of Equity Securities and Use of Proceeds.</u>	<u>46</u>
Item	
3. <u>Defaults Upon Senior Securities.</u>	<u>46</u>
Item	
4. <u>Mine Safety Disclosures.</u>	<u>46</u>
Item	
5. <u>Other Information.</u>	<u>46</u>
Item	
6. <u>Exhibits.</u>	<u>47</u>
<u>Signatures</u>	<u>48</u>



Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

AS OF MARCH 31, 2015 (UNAUDITED) AND DECEMBER 31, 2014

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	March 31, 2015	December 31, 2014
Assets:		
Investment in Hotel Properties, Net of Accumulated Depreciation, Including Consolidation of Variable Interest Entity Assets of \$83,871 and \$84,247	\$ 1,732,736	\$ 1,745,483
Investment in Unconsolidated Joint Ventures	10,742	11,150
Cash and Cash Equivalents	31,428	21,675
Escrow Deposits	17,912	16,941
Hotel Accounts Receivable, Net of Allowance for Doubtful Accounts of \$81 and \$39	10,129	9,363
Deferred Financing Costs, Net of Accumulated Amortization of \$7,352 and \$6,938	7,981	8,605
Due from Related Parties	6,415	6,580
Intangible Assets, Net of Accumulated Amortization of \$3,622 and \$3,514	7,212	7,316
Other Assets	29,745	28,426
Total Assets	\$ 1,854,300	\$ 1,855,539
Liabilities and Equity:		
Line of Credit	\$ 34,500	\$ -
Unsecured Term Loan	250,000	250,000
Unsecured Notes Payable	51,548	51,548
Mortgages Payable, including Net Unamortized Premium and Consolidation of Variable Interest Entity Debt of \$53,721 and \$54,132	613,840	617,375
Accounts Payable, Accrued Expenses and Other Liabilities	52,312	54,115
Dividends and Distributions Payable	17,810	17,909
Due to Related Parties	9,875	7,203
Total Liabilities	\$ 1,029,885	\$ 998,150
Equity:		
Shareholders' Equity:		
Preferred Shares: \$.01 Par Value, 29,000,000 Shares Authorized, 4,600,000 Series B and 3,000,000 Series C Shares Issued and Outstanding at March 31, 2015 and December 31, 2014, with Liquidation Preferences of \$25 Per Share (Note 1)	\$ 76	\$ 76

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Common Shares: Class A, \$.01 Par Value, 300,000,000 Shares Authorized at March 31, 2015 and December 31, 2014, 196,907,816 and 198,835,083 Shares Issued and Outstanding at March 31, 2015 and December 31, 2014, respectively	1,969	1,989
Common Shares: Class B, \$.01 Par Value, 1,000,000 Shares Authorized, None Issued and Outstanding at March 31, 2015 and December 31, 2014	-	-
Accumulated Other Comprehensive Loss	(914)	(358)
Additional Paid-in Capital	1,183,098	1,193,056
Distributions in Excess of Net Income	(389,040)	(365,381)
Total Shareholders' Equity	795,189	829,382
Noncontrolling Interests (Note 1):		
Noncontrolling Interests - Common Units	30,465	29,082
Noncontrolling Interests - Consolidated Variable Interest Entity	(1,239)	(1,075)
Total Noncontrolling Interests	29,226	28,007
Total Equity	824,415	857,389
Total Liabilities and Equity	\$ 1,854,300	\$ 1,855,539

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

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Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Three Months Ended March 31,	
	2015	2014
Revenue:		
Hotel Operating Revenues	\$ 95,688	\$ 79,917
Other Revenues	24	33
Total Revenues	95,712	79,950
Operating Expenses:		
Hotel Operating Expenses	57,355	48,776
Insurance Recoveries	-	(2,045)
Hotel Ground Rent	728	410
Real Estate and Personal Property Taxes and Property Insurance	8,270	6,806
General and Administrative (including Share Based Payments of \$1,539 and \$1,112 for the three months ended March 31, 2015 and 2014, respectively)	4,347	3,902
Acquisition and Terminated Transaction Costs	118	134
Depreciation and Amortization	18,253	16,343
Total Operating Expenses	89,071	74,326
Operating Income	6,641	5,624
Interest Income	48	398
Interest Expense	(10,635)	(10,048)
Other Expense	(169)	(198)
Loss on Debt Extinguishment	-	(644)
Loss Before Loss from Unconsolidated Joint Venture Investments, Income Taxes and Discontinued Operations	(4,115)	(4,868)
Loss from Unconsolidated Joint Venture Investments	(274)	(420)



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Loss Before Income Taxes	(4,389)	(5,288)
Income Tax Benefit	-	108
Loss from Continuing Operations	(4,389)	(5,180)
Discontinued Operations (Note 11):		
Gain on Disposition of Discontinued Assets	-	138
Impairment of Discontinued Assets	-	(1,800)
Income from Discontinued Operations, Net of Income Taxes	-	329
Loss from Discontinued Operations	-	(1,333)
Net Loss	(4,389)	(6,513)
Loss Allocated to Noncontrolling Interests	443	507
Preferred Distributions	(3,589)	(3,589)
Net Loss Applicable to Common Shareholders	\$ (7,535)	\$ (9,595)

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS (CONTINUED)

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Three Months Ended March 31,	
	2015	2014
Earnings Per Share:		
BASIC		
Loss from Continuing Operations Applicable to Common Shareholders	\$ (0.04)	\$ (0.04)
Loss from Discontinued Operations Applicable to Common Shareholders	0.00	(0.01)
Net Loss Applicable to Common Shareholders	\$ (0.04)	\$ (0.05)
DILUTED		
Loss from Continuing Operations Applicable to Common Shareholders	\$ (0.04)	\$ (0.04)
Loss from Discontinued Operations Applicable to Common Shareholders	0.00	(0.01)
Net Loss Applicable to Common Shareholders	\$ (0.04)	\$ (0.05)
Weighted Average Common Shares Outstanding:		
Basic	198,331,158	200,743,751
Diluted*	198,331,158	200,743,751

\*Income (loss) allocated to noncontrolling interest in Hersha Hospitality Limited Partnership (the "Operating Partnership" or "HHLP") has been excluded from the numerator and common units of limited partnership interest ("Common Units") in the Operating Partnership have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these shares and units in the numerator and denominator would have no impact. In addition, potentially dilutive common shares, if any, have been excluded from the denominator if they are anti-dilutive to income (loss) from continuing operations applicable to common shareholders.

The following table summarizes potentially dilutive securities that have been excluded from the denominator for the purpose of computing diluted earnings per share:

	Three Months Ended	
	March 31,	
	2015	2014
Common Units and Vested LTIP Units	7,346,261	6,914,716
Unvested Stock Awards and LTIP Units Outstanding	808,516	650,379
Contingently Issuable Share Awards	1,122,907	650,809
Total Potentially Dilutive Securities Excluded from the Denominator	9,277,684	8,215,904

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Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS]

	Three Months Ended March 31,	
	2015	2014
Net Loss	\$ (4,389)	\$ (6,513)
Other Comprehensive Loss		
Change in Fair Value of Derivative Instruments	(217)	256
Less: Reclassification Adjustment for Change in Fair Value of Derivative Instruments Included in Net Income	(339)	(356)
Comprehensive Loss	(4,945)	(6,613)
Less: Comprehensive Loss Attributable to Noncontrolling Interests	443	507
Less: Preferred Distributions	(3,589)	(3,589)
Comprehensive Loss Attributable to Common Shareholders	\$ (8,091)	\$ (9,695)

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARES]

	Common Shares	Shareholders' Equity		Preferred Shares (\$)	Additional Paid-In Capital (\$)	Accumulated Other Comprehensive Loss (\$)	Distributions in Excess of Net Earnings (\$)	Total Shareholders' Equity (\$)		
		Class A Common Shares (\$)	Class B Common Shares (\$)							
Balance at December 31, 2014	198,835,083	1,989	-	7,600,000	76	1,193,056	(358)	(365,381)	829,382	8
Repurchase of Common Shares	(1,977,762)	(20)	-	-	-	(10,267)	-	(2,340)	(12,627)	-
Dividends and Distributions declared: Common Shares (\$0.07 per share)	-	-	-	-	-	-	-	(13,784)	(13,784)	-
Preferred Shares	-	-	-	-	-	-	-	(3,589)	(3,589)	-
Common Units (\$0.07 per share)	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-

LTIP Units (\$0.07 per share)										
Dividend Reinvestment Plan	2,371	-	-	-	-	15	-	-	-	15
Share Based Compensation:										
Grants	48,124	-	-	-	-	-	-	-	-	-
Amortization	-	-	-	-	-	294	-	-	-	294
Change in Fair Value of Derivative Instruments	-	-	-	-	-	-	(556)	-	-	(556)
Net Loss	-	-	-	-	-	-	-	(3,946)	(3,946)	(3,946)
Balance at March 31, 2015	196,907,816	1,969	-	7,600,000	76	1,183,098	(914)	(389,040)	795,189	8

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY (CONTINUED)

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARES]

	Shareholders' Equity				Preferred Shares (\$)	Additional Paid-In Capital (\$)	Other Comprehensive Loss (\$)	Distributions in Excess of Net Earnings (\$)	Total Shareholders' Equity (\$)
	Common Shares	Class A Common Shares (\$)	Class B Common Shares (\$)	Preferred Shares (\$)					
Balance at December 31, 2013	202,759,419	2,028	-	7,600,000	76	1,200,798	(376)	(364,568)	837,958
Repurchase of Common Shares	(2,626,854)	(26)				(13,637)		(1,621)	(15,284)
Dividends and Distributions declared: Common Shares (\$0.06 per share)	-	-	-	-	-	-	-	(12,079)	(12,079)
Preferred Shares	-	-	-	-	-	-	-	(3,589)	(3,589)
Common Units (\$0.06 per share)	-	-	-	-	-	-	-	-	-
Dividend Reinvestment Plan	2,154	-	-	-	-	11	-	-	11
Share Based Compensation: Grants	487,989	4	-	-	-	(4)	-	-	-
Amortization	-	-	-	-	-	2,204	-	-	2,204

Change in Fair  
Value of  
Derivative

Instruments	-	-	-	-	-	-	(100)	-	(100)	-
Net Loss	-	-	-	-	-	-	-	(6,006)	(6,006)	-
Balance at										
March 31, 2014	200,622,708	2,006	-	7,600,000	76	1,189,372	(476)	(387,863)	803,115	6

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.



Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS]

	Three Months Ended March 31,	
	2015	2014
Operating Activities:		
Net Loss	\$ (4,389)	\$ (6,513)
Adjustments to Reconcile Net Loss to Net Cash Provided by Operating Activities:		
Gain on Hotel Acquisitions, Net	-	(138)
Impairment of Hotel Assets	-	1,800
Deferred Taxes	-	(108)
Depreciation	18,147	16,244
Amortization	494	622
Loss on Debt Extinguishment	-	552
Equity in Loss of Unconsolidated Joint Ventures	274	420
Distributions from Unconsolidated Joint Ventures	5	-
Loss Recognized on Change in Fair Value of Derivative Instrument	54	12
Share Based Compensation Expense	1,539	1,112
Change in Assets and Liabilities:		
(Increase) Decrease in:		

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Hotel Accounts Receivable	(766)	(1,846)
Escrows	(2,701)	(2,103)
Other Assets	(1,221)	3,299
Due from Related Parties	165	5,779
Increase (Decrease) in:		
Due to Related Parties	2,672	2,210
Accounts Payable, Accrued Expenses and Other Liabilities	149	(2,400)
Net Cash Provided by Operating Activities	\$ 14,422	\$ 18,942
Investing Activities:		
Purchase of Hotel Property Assets	\$ -	\$ (16,500)
Deposits on Hotel Acquisitions, Net	(500)	(1,000)
Capital Expenditures	(5,383)	(11,092)
Cash Paid for Hotel Development Projects	(992)	(2,396)
Proceeds from Disposition of Hotel Properties	-	13,397
Net Changes in Capital Expenditure Escrows	1,730	3,025
Proceeds from Insurance Claims	-	1,033
Distributions from Unconsolidated Joint Venture	130	-
Net Cash Used in Investing Activities	\$ (5,015)	\$ (13,533)

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS]

	Three Months Ended March 31,	
	2015	2014
Financing Activities:		
Proceeds from Borrowings Under Line of Credit, Net	\$ 34,500	\$ 23,000
Principal Repayment of Mortgages and Notes Payable	(28,319)	(16,129)
Proceeds from Mortgages and Notes Payable	25,000	9,500
Cash Paid for Deferred Financing Costs	(95)	(2,239)
Repurchase of Common Shares	(12,627)	(15,284)
Dividends Paid on Common Shares	(13,903)	(12,154)
Dividends Paid on Preferred Shares	(3,589)	(3,589)
Distributions Paid on Common Partnership Units	(621)	(415)
Net Cash Provided by (Used in) Financing Activities	\$ 346	\$ (17,310)
Net Increase (Decrease) in Cash and Cash Equivalents	\$ 9,753	\$ (11,901)
Cash and Cash Equivalents - Beginning of Period	21,675	36,213
Cash and Cash Equivalents - End of Period	\$ 31,428	\$ 24,312

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.



Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 1 – BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Hersha Hospitality Trust (“we,” “us,” “our” or the “Company”) have been prepared in accordance with U.S. generally accepted accounting principles (“US GAAP”) for interim financial information and with the general instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and notes required by US GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals), considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015 or any future period. Accordingly, readers of these consolidated interim financial statements should refer to the Company’s audited financial statements prepared in accordance with US GAAP, and the related notes thereto, for the year ended December 31, 2014, which are included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as certain footnote disclosures normally included in financial statements prepared in accordance with US GAAP have been condensed or omitted from this report pursuant to the rules of the Securities and Exchange Commission.

We are a self-administered Maryland real estate investment trust that was organized in May 1998 and completed our initial public offering in January 1999. Our common shares are traded on the New York Stock Exchange (the “NYSE”) under the symbol “HT.” We own our hotels and our investments in joint ventures through our operating partnership, Hersha Hospitality Limited Partnership (“HHLP”), for which we serve as the sole general partner. As of March 31, 2015, we owned an approximate 95.5% partnership interest in HHLP, including a 1.0% general partnership interest.

Noncontrolling Interest

We classify the noncontrolling interests of our consolidated variable interest entity and common units of limited partnership interest in HHLP (“Common Units”) as equity. The noncontrolling interest of Common Units totaled \$30,465 as of March 31, 2015 and \$29,082 as of December 31, 2014. As of March 31, 2015, there were 9,313,063 Common Units outstanding with a fair market value of \$60,256, based on the price per share of our common shares on the NYSE on such date. In accordance with the partnership agreement of HHLP, holders of these units may redeem

them for cash unless we, in our sole and absolute discretion, elect to issue common shares on a one-for-one basis in lieu of paying cash.

Net income or loss attributed to Common Units, as well as the net income or loss related to the noncontrolling interests of our consolidated variable interest entity, is included in net income or loss in the consolidated statements of operations. Net income or loss attributed to the Common Units and the noncontrolling interests of our consolidated variable interest entity is excluded from net income or loss applicable to common shareholders in the consolidated statements of operations.

### Shareholders' Equity

Terms of the Series B and Series C Preferred Shares outstanding at March 31, 2015 and December 31, 2014 are summarized as follows:

Series	Shares Outstanding		Aggregate Liquidation Preference	Distribution Rate	Dividend Per Share Three Months Ended March 31,	
	March 31, 2015	December 31, 2014			2015	2014
Series B	4,600,000	4,600,000	\$ 115,000	8.000%	\$ 0.5000	\$ 0.5000
Series C	3,000,000	3,000,000	75,000	6.875%	0.4297	0.4297
Total	7,600,000	7,600,000				

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 1 – BASIS OF PRESENTATION (CONTINUED)

In February 2015, our Board of Trustees authorized us to repurchase from time to time up to an aggregate of \$100,000 of our outstanding common shares. The current share repurchase program will expire on December 31, 2015. For the three months ended March 31, 2015 the Company repurchased 1,977,762 common shares for an aggregate purchase price of \$12,627. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued common shares.

In April 2015, subsequent to the end of the first quarter, we repurchased 593,890 common shares for an aggregate purchase price of \$3,808. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued common shares.

New Accounting Pronouncements

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2017. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU No. 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

On February 18, 2015, the FASB issued ASU No. 2015-02, Consolidation – Amendments to the Consolidation Analysis, which amends the current consolidation guidance affecting both the variable interest entity (VIE) and voting interest entity (VOE) consolidation models. The standard does not add or remove any of the characteristics in determining if an entity is a VIE or VOE, but rather enhances the way the Company assesses some of these

characteristics. The new standard is effective for the Company on January 1, 2016. The Company does not expect ASU No. 2015-02 to have a significant impact on its consolidated financial statements and related disclosures.

On April 17, 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. Currently, debt issuance costs are recorded as an asset and amortization of these deferred financing costs is recorded in interest expense. Under the new standard, debt issuance costs will continued to be amortized over the life of the debt instrument and amortization will continue to be recorded in interest expense. The new standard is effective for the Company on January 1, 2016 and will be applied on a retrospective basis. The Company is currently evaluating ASU 2015-03, and anticipates a change in our presentation only since the standard does not alter the accounting for debt issuance costs.



Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 2 – INVESTMENT IN HOTEL PROPERTIES

Investment in hotel properties consists of the following at March 31, 2015 and December 31, 2014:

	March 31, 2015	December 31, 2014
Land	\$ 439,540	\$ 439,540
Buildings and Improvements	1,427,885	1,424,842
Furniture, Fixtures and Equipment	205,549	203,275
	2,072,974	2,067,657
Less Accumulated Depreciation	(340,238)	(322,174)
Total Investment in Hotel Properties	\$ 1,732,736	\$ 1,745,483

Acquisitions

We had no acquisitions during the three months ended March 31, 2015.

Pro Forma Results (Unaudited)

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The following condensed pro forma financial data for the three months ended March 31, 2014 are presented as if the hotels acquired by the Company in 2014 had been acquired as of January 1, 2013. The condensed pro forma financial data is not necessarily indicative of what actual results of operations of the Company would have been for the periods presented assuming the acquisitions had been consummated on January 1, 2014, nor do they purport to represent the results of operations for future periods.

	Three Months Ended March 31, 2014
Pro Forma Total Revenues	\$ 85,884
Pro Forma Loss from Continuing Operations	\$ (3,187)
Loss from Discontinued Operations	(1,333)
Pro Forma Net Loss	(4,520)
Loss Allocated to Noncontrolling Interest	441
Preferred Distributions	(3,589)
Pro Forma Net Loss Applicable to Common Shareholders	\$ (7,668)
Pro Forma Loss Applicable to Common Shareholders per Common Share	
Basic	\$ (0.04)
Diluted	\$ (0.04)
Weighted Average Common Shares Outstanding	
Basic	200,743,751
Diluted	200,743,751

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

As of March 31, 2015 and December 31, 2014, our investment in unconsolidated joint ventures consisted of the following:

Joint Venture	Hotel Properties	Percent Owned	Preferred Return	March 31, 2015	December 31, 2014
SB Partners, LLC	Holiday Inn Express, South Boston, MA	50.0%	N/A	\$ 824	\$ 913
Hiren Boston, LLC	Courtyard by Marriott, South Boston, MA	50.0%	N/A	4,571	4,680
Mystic Partners, LLC	Hilton and Marriott branded hotels in CT	8.8%-66.7%	8.5% non-cumulative	5,347	5,556
				\$ 10,742	\$ 11,150

Income or loss from our unconsolidated joint ventures is allocated to us and our joint venture partners consistent with the allocation of cash distributions in accordance with the joint venture agreements. Any difference between the carrying amount of these investments and the underlying equity in net assets is amortized over the expected useful lives of the properties and other intangible assets.

Loss recognized during the three months ended March 31, 2015 and 2014, for our investments in unconsolidated joint ventures is as follows:

	Three Months	
	Ended March 31,	
	2015	2014
SB Partners, LLC	\$ (90)	\$ (121)
Hiren Boston, LLC	(109)	(165)
Mystic Partners, LLC	(75)	(134)
Loss from Unconsolidated Joint Venture Investments	\$ (274)	\$ (420)

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

The following tables set forth the total assets, liabilities, equity and components of net income or loss, including the Company's share, related to the unconsolidated joint ventures discussed above as of March 31, 2015 and December 31, 2014 and for the three months ended March 31, 2015 and 2014.

## Balance Sheets

	March 31, 2015	December 31, 2014
Assets		
Investment in Hotel Properties, Net	\$ 105,652	\$ 106,430
Other Assets	19,285	19,032
Total Assets	\$ 124,937	\$ 125,462
Liabilities and Equity		
Mortgages and Notes Payable	\$ 115,042	\$ 115,446
Other Liabilities	32,679	30,832
Equity:		
Hersha Hospitality Trust	22,772	23,060
Joint Venture Partner(s)	(45,556)	(43,876)
Total Equity	(22,784)	(20,816)
Total Liabilities and Equity	\$ 124,937	\$ 125,462

## Statements of Operations

	Three Months Ended	
	March 31,	
	2015	2014
Room Revenue	\$ 12,682	\$ 12,490
Other Revenue	5,069	4,785
Operating Expenses	(13,193)	(12,955)
Lease Expense	(276)	(250)
Property Taxes and Insurance	(755)	(747)
General and Administrative	(1,406)	(1,405)
Depreciation and Amortization	(1,566)	(1,616)
Interest Expense	(1,622)	(6,828)
Gain (Loss) allocated to Noncontrolling Interests	(24)	229
Net Loss	\$ (1,091)	\$ (6,297)

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

The following table is a reconciliation of the Company's share in the unconsolidated joint ventures' equity to the Company's investment in the unconsolidated joint ventures as presented on the Company's balance sheets as of March 31, 2015 and December 31, 2014.

	March 31, 2015	December 31, 2014
Company's share of equity recorded on the joint ventures' financial statements	\$ 22,772	\$ 23,060
Adjustment to reconcile the Company's share of equity recorded on the joint ventures' financial statements to our investment in unconsolidated joint ventures(1)	(12,030)	(11,910)
Investment in Unconsolidated Joint Ventures	\$ 10,742	\$ 11,150

(1) Adjustment to reconcile the Company's share of equity recorded on the joint ventures' financial statements to our investment in unconsolidated joint ventures consists of the following:

- cumulative impairment of the Company's investment in joint ventures not reflected on the joint ventures' financial statements;
- the Company's basis in the investment in joint ventures not recorded on the joint ventures' financial statements; and
- accumulated amortization of the Company's equity in joint ventures that reflects the Company's portion of the excess of the fair value of joint ventures' assets on the date of our investment over the carrying value of the assets recorded on the joint ventures financial statements (this excess investment is amortized over the life of the properties, and the amortization is included in Income (Loss) from Unconsolidated Joint Venture Investments on the Company's

consolidated statement of operations).



Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 4 – OTHER ASSETS

Other Assets

Other Assets consisted of the following at March 31, 2015 and December 31, 2014:

	March 31, 2015	December 31, 2014
Investment in Statutory Trusts	1,548	1,548
Prepaid Expenses	9,306	7,883
Deferred Tax Asset, Net of Valuation Allowance of \$804	11,448	11,448
Other	7,443	7,547
	\$ 29,745	\$ 28,426

Investment in Statutory Trusts - We have an investment in the common stock of Hersha Statutory Trust I and Hersha Statutory Trust II. Our investment is accounted for under the equity method.

Prepaid Expenses - Prepaid expenses include amounts paid for property tax, insurance and other expenditures that will be expensed in the next twelve months.

Deferred Tax Asset - We have approximately \$11,448 of net deferred tax assets as of March 31, 2015. We have considered various factors, including future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies in determining a valuation allowance for our deferred tax assets, and we

believe that it is more likely than not that we will be able to realize the \$11,448 of net deferred tax assets in the future.

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 5 – DEBT

Mortgages

We had total mortgages payable at March 31, 2015 and December 31, 2014 of \$613,840 and \$617,375, respectively. These balances consisted of mortgages with fixed and variable interest rates, which ranged from 2.43% to 6.50% as of March 31, 2015. Included in these balances are net premiums of \$1,369 and \$1,584 as of March 31, 2015 and December 31, 2014, respectively, which are amortized over the remaining life of the loans. Aggregate interest expense incurred under the mortgage loans payable totaled \$7,140 and \$7,826 during the three months ended March 31, 2015 and 2014, respectively.

Our mortgage indebtedness contains various financial and non-financial covenants customarily found in secured, non-recourse financing arrangements. Our mortgage loans payable typically require that specified debt service coverage ratios be maintained with respect to the financed properties before we can exercise certain rights under the loan agreements relating to such properties. If the specified criteria are not satisfied, the lender may be able to escrow cash flow generated by the property securing the applicable mortgage loan. We have determined that certain debt service coverage ratio covenants contained in the loan agreements securing three of our hotel properties were not met as of March 31, 2015. Pursuant to these loan agreements, the lender has elected to escrow the operating cash flow for a number of these properties. However, these covenants do not constitute an event of default for these loan agreements.

As of March 31, 2015, the maturity dates for the outstanding mortgage loans ranged from April 2016 to April 2023. On April 10, 2015, we repaid \$36,288 on our mortgage for the Courtyard by Marriott, Brookline, MA property. The loan was due to mature in July 2015, and we anticipate incurring approximately \$4 in expense in unamortized deferred financing costs and fees during the second quarter of 2015.

Subordinated Notes Payable

We have two junior subordinated notes payable in the aggregate amount of \$51,548 to the Hersha Statutory Trusts pursuant to indenture agreements which will mature on July 30, 2035, but may be redeemed at our option, in whole or in part, prior to maturity in accordance with the provisions of the indenture agreements. The \$25,774 of notes issued to Hersha Statutory Trust I and Hersha Statutory Trust II bear interest at a variable rate of LIBOR plus 3% per annum. This rate resets two business days prior to each quarterly payment. The weighted average interest rate on our two junior subordinated notes payable was 3.25% and 3.24% during the three months ended March 31, 2015 and 2014, respectively. Interest expense in the amount of \$419 and \$417 was recorded for the three months ended March 31, 2015 and 2014, respectively.

#### Credit Facilities

On February 28, 2014, we entered into a senior unsecured credit agreement with Citigroup Global Markets Inc. and various other lenders. The credit agreement provides for a \$500,000 senior unsecured credit facility consisting of a \$250,000 senior unsecured revolving line of credit, and a \$250,000 senior unsecured term loan. This new facility amended and restated the existing \$400,000 senior unsecured credit facility. The \$500,000 unsecured credit facility expires on February 28, 2018, and, provided no event of default has occurred, we may request that the lenders renew the credit facility for an additional one-year period. The credit facility is also expandable to \$850,000 at our request, subject to the satisfaction of certain conditions.

Prior to February 28, 2014, we maintained a senior unsecured credit agreement with Citigroup Global Markets Inc. and various other lenders. The credit agreement provided for a \$400,000 senior unsecured credit facility consisting of a \$250,000 senior unsecured revolving line of credit, and a \$150,000 senior unsecured term loan.

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 5 – DEBT (CONTINUED)

The amount that we can borrow at any given time on our \$500,000 unsecured credit facility is governed by certain operating metrics of designated unencumbered hotel properties known as borrowing base assets. As of March 31, 2015, the following hotel properties were borrowing base assets:

- Holiday Inn Express, Cambridge, MA
- Holiday Inn, Wall Street, NY
- Holiday Inn Express, Times Square, NY
- Residence Inn, Norwood, MA
- Residence Inn, Framingham, MA
- Sheraton, Wilmington South, DE
- Sheraton Hotel, JFK Airport, New York, NY
- Candlewood Suites, Times Square, NY
- Hampton Inn, Times Square, NY
- Winter Haven, Miami, FL
- Hampton Inn, Pearl Street, NY
- Residence Inn, Greenbelt, MD
- Hampton Inn, Philadelphia, PA
- Hampton Inn, Washington, DC
- Hyatt Place, King of Prussia, PA
- Nu Hotel, Brooklyn, NY
- The Rittenhouse Hotel, Philadelphia, PA
- The Boxer, Boston, MA
- Holiday Inn Express (Water Street), New York, NY
- Courtyard, San Diego, CA
- Residence Inn, Coconut Grove, FL
- Blue Moon, Miami, FL
- Parrot Key Resort, Key West, FL

The interest rate for the \$500,000 unsecured credit facility is based on a pricing grid with a range of one month U.S. LIBOR plus 1.70% to 2.45% for the revolving line of credit and 1.60% to 2.35% for the unsecured term loan. As noted above, we refinanced our credit facility during the three months ended March 31, 2014. Prior to this refinance, the pricing grid for the revolving line of credit and unsecured term loan was U.S. LIBOR plus 1.75% to 2.65%.

As of March 31, 2015, we had borrowed \$250,000 in unsecured term loans under the unsecured credit facility, \$150,000 for which we had entered into interest rate swaps which effectively fix the interest rate on these term loans at a blended rate of 3.217%. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information.

The credit agreement providing for the \$500,000 unsecured credit facility includes certain financial covenants and requires that we maintain: (1) a minimum tangible net worth of \$803,711, plus an amount equal to 75% of the net cash proceeds of all issuances and primary sales of equity interests of the parent guarantor or any of its subsidiaries consummated following the closing date; (2) annual distributions not to exceed 95% of adjusted funds from operations; and (3) certain financial ratios, including the following:

·a fixed charge coverage ratio of not less than 1.45 to 1.00, which increases to 1.50 to 1.00 as of January 1, 2016;

·a maximum leverage ratio of not more than 60%; and

·a maximum secured debt leverage ratio of 50%, which decreases to 45% as of January 1, 2016.

The Company is in compliance with each of the covenants listed above as of March 31, 2015. As of March 31, 2015, our remaining borrowing capacity under the \$500,000 unsecured credit facility was \$211,245, based on the borrowing base assets at March 31, 2015.

As of March 31, 2015, the outstanding unsecured term loan balance under the \$500,000 unsecured credit facility was \$250,000 and we had outstanding borrowings of \$34,500 on the revolving line of credit. As of December 31, 2014, the outstanding unsecured term loan under the \$500,000 unsecured credit facility was \$250,000 and the revolving line of credit had no balance outstanding.

The Company recorded interest expense of \$1,742 and \$1,103 related to borrowings drawn on each of the aforementioned credit facilities for the three months ended March 31, 2015 and 2014, respectively. The weighted average interest rate on our credit facilities was 2.78% and 3.14% for the three months ended March 31, 2015 and 2014, respectively.

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 5 – DEBT (CONTINUED)

Capitalized Interest

We utilize mortgage debt and our \$500,000 unsecured credit facility to finance on-going capital improvement projects at our hotels. Interest incurred on mortgages and the unsecured credit facility that relates to our capital improvement projects is capitalized through the date when the assets are placed in service. For the three months ended March 31, 2015 and 2014, we capitalized \$0 and \$242, respectively, of interest expense related to these projects.

Deferred Financing Costs

Costs associated with entering into mortgages and notes payable and our credit facilities are deferred and amortized over the life of the debt instruments. Amortization of deferred financing costs is recorded in interest expense. As of March 31, 2015, deferred costs were \$7,981, net of accumulated amortization of \$7,352. Amortization of deferred costs for the three months ended March 31, 2015 and 2014 was \$719 and \$699, respectively.

New Debt/Refinance

On January 30, 2015, we repaid outstanding mortgage debt with an original principal balance of \$27,500 secured by the Capitol Hill Hotel, Washington, DC and simultaneously entered into a new mortgage obligation of \$25,000. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 2.25% and matures on January 30, 2018. The loan was due to mature in January 2015, and we incurred no loss on debt extinguishment in paying off the loan.

On February 28, 2014, we refinanced our previous \$400,000 unsecured credit facility with a \$500,000 unsecured credit facility with Citigroup Global Markets Inc. and various other lenders. As a result of this refinance, we expensed \$579 in unamortized deferred financing costs and fees during the three months ended March 31, 2014.

On January 31, 2014, we paid down \$5,175 of the outstanding debt and modified the mortgage loan on the Duane Street Hotel, New York, NY. In connection with this, we entered into a \$9,500 mortgage loan with a maturity date of February 1, 2017. The modified mortgage loan bears interest at a variable rate of one month U.S. dollar LIBOR plus 4.50%. The modification also includes an interest rate swap, which effectively fixes the interest rate at 5.433%. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information on the interest rate swap. As a result of this modification, we expensed \$65 in unamortized deferred financial costs and fees during the three months ended March 31, 2014.



Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 6 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS

Management Agreements

Our wholly-owned taxable REIT subsidiary ("TRS"), 44 New England, engages eligible independent contractors in accordance with the requirements for qualification as a REIT under the internal revenue code of 1986, as amended, including HHMLP, as the property managers for hotels it leases from us pursuant to management agreements. HHMLP is owned, in part, by certain executives and trustees of the Company. Our management agreements with HHMLP provide for five-year terms and are subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, HHMLP must qualify as an "eligible independent contractor" during the term of the management agreements. Under the management agreements, HHMLP generally pays the operating expenses of our hotels. All operating expenses or other expenses incurred by HHMLP in performing its authorized duties are reimbursed or borne by our TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. HHMLP is not obligated to advance any of its own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel. Management agreements with other unaffiliated hotel management companies have similar terms.

For its services, HHMLP receives a base management fee and, if a hotel exceeds certain thresholds, an incentive management fee. The base management fee for a hotel is due monthly and is equal to 3% of gross revenues associated with each hotel managed for the related month. The incentive management fee, if any, for a hotel is due annually in arrears on the ninetieth day following the end of each fiscal year and is based upon the financial performance of the hotels. For the three months ended March 31, 2015 and 2014, base management fees incurred totaled \$2,670 and \$2,462, respectively, and are recorded as Hotel Operating Expenses. For the three months ended March 31, 2015 and 2014, we did not incur incentive management fees.

Franchise Agreements

Our branded hotel properties are operated under franchise agreements assumed by the hotel property lessee. The franchise agreements have 10 to 20 year terms, but may be terminated by either the franchisee or franchisor on certain anniversary dates specified in the agreements. The franchise agreements require annual payments for franchise royalties, reservation, and advertising services, and such payments are based upon percentages of gross room revenue. These payments are paid by the hotels and charged to expense as incurred. Franchise fee expenses for the three months ended March 31, 2015 and 2014 were \$5,590 and \$5,068, respectively, and are recorded in Hotel Operating Expenses. The initial fees incurred to enter into the franchise agreements are amortized over the life of the franchise agreements.

#### Accounting and Information Technology Fees

Each of the wholly-owned hotels and consolidated joint venture hotel properties managed by HHMLP incurs a monthly accounting and information technology fee. Monthly fees for accounting services are between \$2 and \$3 per property and monthly information technology fees range from \$1 to \$2 per property. For the three months ended March 31, 2015 and 2014, the Company incurred accounting fees of \$360 and \$358, respectively. For the three months ended March 31, 2015 and 2014, the Company incurred information technology fees of \$106 and \$105, respectively. Accounting fees and information technology fees are included in Hotel Operating Expenses.

#### Capital Expenditure Fees

HHMLP charges a 5% fee on all capital expenditures and pending renovation projects at the properties as compensation for procurement services related to capital expenditures and for project management of renovation projects. For the three months ended March 31, 2015 and 2014, we incurred fees of \$147 and \$288, respectively, which were capitalized with the cost of fixed asset additions.

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 6 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

Acquisitions from Affiliates

We have entered into an option agreement with each of our officers and certain trustees such that we obtain a right of first refusal to purchase any hotel owned or developed in the future by these individuals or entities controlled by them at fair market value. This right of first refusal would apply to each party until one year after such party ceases to be an officer or trustee of the Company. Our Acquisition Committee of the Board of Trustees is comprised solely of independent trustees, and the purchase prices and all material terms of the purchase of hotels from related parties are approved by the Acquisition Committee.

Hotel Supplies

For the three months ended March 31, 2015 and 2014, we incurred charges for hotel supplies of \$23 and \$51, respectively. For the three months ended March 31, 2015 and 2014, we incurred charges for capital expenditure purchases of \$1,360 and \$4,516, respectively. These purchases were made from Hersha Purchasing and Design, a hotel supply company owned, in part, by certain executives and trustees of the Company. Hotel supplies are expensed and included in Hotel Operating Expenses on our consolidated statements of operations, and capital expenditure purchases are included in investment in hotel properties on our consolidated balance sheets. Approximately \$3 and \$2 is included in accounts payable at March 31, 2015 and December 31, 2014, respectively.

Due From Related Parties

The due from related parties balance as of March 31, 2015 and December 31, 2014 was approximately \$6,415 and \$6,580, respectively. The balances primarily consisted of working capital deposits made to Hersha affiliates.

#### Due to Related Parties

The balance due to related parties as of March 31, 2015 and December 31, 2014 was approximately \$9,875 and \$7,203, respectively. The balances consisted of amounts payable to HHMLP for administrative, management, and benefit related fees.

#### Hotel Ground Rent

For the three months ended March 31, 2015 and 2014, we incurred \$728 and \$410, respectively, of rent expense payable pursuant to ground leases related to certain hotel properties.

#### Contingent Liability

The purchase agreement for the acquisition of the Parrot Key Resort in Key West, FL in 2014 contains a provision that entitles the seller to additional consideration of \$2,000 contingent upon the hotel achieving certain net operating income thresholds within twelve months of acquisition. At the time of acquisition, no liability was recorded as the fair market value of the contingent consideration was determined to be \$0 and upon remeasurement at March 31, 2015, the liability of the contingent consideration was determined to be \$2,000. The maximum cash payment under this arrangement is \$2,000 and such amount is payable during 2015.

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 7 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS

Fair Value Measurements

Our determination of fair value measurements are based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, we utilize a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liabilities, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

As of March 31, 2015, the Company's derivative instruments represented the only financial instruments measured at fair value. Currently, the Company uses derivative instruments, such as interest rate swaps and caps, to manage its interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs.

We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by us and the counterparties. However, as of March 31, 2015 we have assessed the significance of the effect of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 7 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS (CONTINUED)

## Derivative Instruments

Hedged Debt	Type	Strike Rate	Index	Effective Date	Maturity Date	Notional Amount	Estimated Fair Value	
							March 31, 2015	December 31, 2014
Courtyard, LA Westside, Culver City, LA Capitol Hill Hotel, Washington, DC*	Swap	1.097%	1-Month LIBOR + 3.85%	September 29, 2011	September 29, 2015	\$ 29,500	\$ (121)	\$ (174)
Courtyard, Miami, FL	Swap	0.540%	1-Month LIBOR + 3.25%	February 1, 2012	February 1, 2015	-	-	(8)
Subordinated Notes Payable	Cap	0.820%	1-Month LIBOR + 3.50%	July 2, 2012	July 1, 2016	60,000	(262)	(218)
Unsecured Term Loan	Swap	2.000%	1-Month LIBOR + 3.00%	July 30, 2012	July 30, 2014	51,548	-	-
Unsecured Term Loan	Swap	0.545%	1-Month LIBOR + 2.40%	November 5, 2012	November 5, 2016	100,000	7	272
Unsecured Term Loan	Swap	0.600%	1-Month LIBOR +	December 18, 2012	November 5, 2016	50,000	(41)	85

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Hyatt, Union Square, New York, NY	Cap	2.000%	2.40% 1-Month LIBOR +	April 9, 2013	April 9, 2016	55,000	1	9
Duane Street Hotel, New York, NY	Swap	0.933%	1-Month LIBOR +	February 1, 2014	February 1, 2017	9,305	(52)	(29)
Hilton Garden Inn 52nd Street, New York, NY	Cap	1.100%	1-Month LIBOR +	May 27, 2014	June 1, 2015	45,000	-	-
Hilton Garden Inn 52nd Street, New York, NY	Swap	1.152%	1-Month LIBOR +	June 1, 2015	February 21, 2017	45,000	(356)	(149)
							\$ (824)	\$ (212)

\*On February 1, 2015, the interest rate swap associated with Capitol Hill Hotel matured, and we refinanced the debt on this property. See Note 5 – Debt for more information regarding this refinance.

The fair value of certain swaps and our interest rate caps is included in other assets at March 31, 2015 and December 31, 2014 and the fair value of certain of our interest rate swaps is included in accounts payable, accrued expenses and other liabilities at March 31, 2015 and December 31, 2014.

The net change in fair value of derivative instruments designated as cash flow hedges was a loss of \$556 and \$100 for the three months ended March 31, 2015 and 2014, respectively. These unrealized losses were reflected on our consolidated balance sheet in accumulated other comprehensive loss.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate derivative. The change in net unrealized gains/losses on cash flow hedges reflects a reclassification of \$339 of net unrealized gains/losses from accumulated other comprehensive income as an increase to interest expense for the three months ended March 31, 2015. For the next twelve months ending March 31, 2016, the Company estimates that an additional \$1,144 will be reclassified as an increase to interest expense.

#### Fair Value of Debt

The Company estimates the fair value of its fixed rate debt and the credit spreads over variable market rates on its variable rate debt by discounting the future cash flows of each instrument at estimated market rates or credit spreads consistent with the maturity of the debt obligation with similar credit policies. Credit spreads take into consideration general market conditions and maturity. The inputs utilized in estimating the fair value of debt are classified in Level 2 of the fair value hierarchy. As of March 31, 2015, the carrying value and estimated fair value of the Company's debt



were \$949,888 and \$947,111, respectively. As of December 31, 2014, the carrying value and estimated fair value of the Company's debt was \$918,923 and \$916,877, respectively.

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 8 – SHARE BASED PAYMENTS

In May 2011, the Company established and our shareholders approved the Hersha Hospitality Trust 2012 Equity Incentive Plan (the “2012 Plan”) for the purpose of attracting and retaining executive officers, employees, trustees and other persons and entities that provide services to the Company.

Executives & Employees

Annual Long Term Equity Incentive Programs

To further align the interests of the Company’s executives with those of shareholders, the Compensation Committee grants annual long term equity incentive awards that are both “performance based” and “time based.”

On March 18, 2015, the Compensation Committee approved the 2015 Annual Long Term Equity Incentive Program (“2015 Annual EIP”) for the executive officers, pursuant to which the executive officers are eligible to earn equity awards in the form of stock awards or performance share awards issuable pursuant to the 2012 Plan (“LTIP Units”). LTIP Units are earned under the 2015 Annual EIP based on achieving a threshold, target or maximum level of performance in the performance of RevPAR growth in certain defined areas. The Company accounts for these grants as performance awards for which the Company assesses the probable achievement of the performance conditions at the end of each period. No stock based compensation expense was recorded for the three months ended March 31, 2015 under this program. As of March 31, 2015, no shares or LTIP Units have been issued in accordance with the 2012 Plan to the executive officers in settlement of 2015 Annual EIP awards.

The following table is a summary of all unvested LTIP Units issued to executives:

Issuance Date	LTIP Units Issued	Vesting Period	Vesting Schedule	Units Vested (1)		Unearned Compensation (2)	
				March 31, 2015	December 31, 2014	March 31, 2015	December 31, 2014
March 30, 2015 (2014 Annual EIP)	515,327	3 years	25%/year (1)	128,831	-	\$ 1,520	\$ -
December 23, 2014 (2013 Annual EIP) (3)	335,972	3 years	25%/year (1)	223,979	111,991	480	582
December 23, 2014 (2012 Annual EIP) (3)	389,524	3 years	25%/year (1)	584,282	194,761	232	309
December 23, 2014 (3)	1,035,595	5 years	33% Year 3, 4, 5 (2)	-	-	2,376	2,650
	2,276,418			937,092	306,752	\$ 4,608	\$ 3,541

- (1) 25% of the issued shares or LTIP Units vested immediately upon issuance. In general, the remaining shares or LTIP Units vest 25% on the first through third anniversaries of the end of the performance period (subject to continuous employment through the applicable vesting date).
- (2) On April 18, 2012, the Company entered into amended and restated employment agreements with the Company's executive officers. To induce the executives to agree to the substantial reduction in benefits upon certain terminations following a change of control as described in the agreements, the Company awarded an aggregate of 1,035,595 restricted common shares to the executives pursuant to the 2012 Plan, which were subsequently forfeited and replaced with LTIP Units. None of these LTIP Units will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of LTIP Units will vest on each of the third, fourth and fifth anniversaries of the date of issuance. Vesting will accelerate upon a change of control or if the relevant executive's employment with the Company were to terminate for any reason other than for cause (as defined in the agreements).
- (3) On December 23, 2014, the 2012 Plan was amended and restated to add LTIP Units as a type of award available under the 2012 Plan. On this date, the Compensation Committee approved an aggregate of 1,948,324 LTIP Units to certain executive officers. These executive officers forfeited an aggregate of 1,948,324 Class A Common Shares, all of which were unvested as of the grant date of the LTIP Units and previously awarded to the executive officers under the 2012 Plan as restricted stock awards. These LTIP Units are subject to the same time-based vesting conditions that applied to the forfeited restricted stock awards.

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

Stock based compensation expense related to the Annual Long Term Equity Incentive Program of \$1,195 and \$808 was incurred during the three months ended March 31, 2015 and 2014, respectively. Unearned compensation related to the Annual Long Term Equity Incentive Program as of March 31, 2015 and December 31, 2014 was \$4,608 and \$3,541, respectively.

Compensation related to the LTIP Units is included in Noncontrolling Interests on the Company's Consolidated Balance Sheets and Consolidated Statements of Equity.

Multi-Year Long Term Equity Incentive Program

On March 18, 2015, the Compensation Committee approved the 2015 Multi-Year Long Term Equity Incentive Program ("2015 Multi-Year EIP"). The shares or LTIP Units issuable under this program are based on the Company's achievement of a certain level of (1) absolute total shareholder return (37.50% of the award), (2) relative total shareholder return as compared to the Company's peer group (37.50% of the award), and (3) relative growth in revenue per available room compared to the Company's peer group (25% of the award). This program has a three-year performance period which commenced on January 1, 2015 and ends December 31, 2017. As of March 31, 2015, no shares or LTIP Units have been issued to the executive officers in settlement of 2015 Multi-Year EIP awards. Stock based compensation expense for the three months ended March 31, 2015 under this program was not material.

On April 11, 2014, the Compensation Committee approved the 2014 Multi-Year Long Term Equity Incentive Program ("2014 Multi-Year EIP"). The common shares issuable under this program are based on the Company's achievement of a certain level of (1) absolute total shareholder return (37.50% of the award), (2) relative total shareholder return as compared to the Company's peer group (37.50% of the award), and (3) relative growth in revenue per available room compared to the Company's peer group (25% of the award). This program has a three-year performance period which commenced on January 1, 2014 and ends December 31, 2016. As of March 31, 2015, no

common shares have been issued to the executive officers in settlement of 2014 Multi-Year EIP awards.

On April 15, 2013, the Compensation Committee approved the 2013 Multi-Year Long Term Equity Incentive Plan (“2013 Multi-Year EIP”). The common shares issuable under this program are based on the Company’s achievement of a certain level of (1) absolute total shareholder return (50% of the award), (2) relative total shareholder return as compared to the Company’s peer group (25% of the award), and (3) relative growth in revenue per available room compared to the Company’s peer group (25% of the award). This program has a three-year performance period which commenced on January 1, 2013 and ends December 31, 2015. As of March 31, 2015, no common shares have been issued to the executive officers in settlement of 2013 Multi-Year EIP awards.

The Company accounts for the total shareholder return components of these grants as market based awards where the Company estimates unearned compensation at the grant date fair value which is then amortized into compensation cost over the vesting period of each individual plan. The Company accounts for the RevPAR component of the grants as performance-based awards for which the Company assesses the probable achievement of the performance conditions at the end of the reporting period.

Stock based compensation expense of \$167 and \$96 was recorded for the three months ended March 31, 2015 and 2014, respectively, for the Multi-Year Long Term Equity Incentive Programs. Unearned compensation related to the multi-year program as of March 31, 2015 and December 31, 2014, respectively, was \$1,454 and \$1,621.

#### Restricted Share Awards

In addition to stock based compensation expense related to awards to executives under the Multi-Year and Annual Long Term Equity Incentive Programs, stock based compensation expense related to restricted common shares issued to employees of the Company of \$88 and \$84 was incurred during the three months ended March 31, 2015 and 2014, respectively. Unearned compensation related to the restricted share awards as of March 31, 2015 and December 31, 2014 was \$352 and \$322, respectively. The following table is a summary of all unvested share awards issued to executives under the 2012 Plan and prior to equity incentive plans:

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

Original Issuance Date	Shares Issued	Share Price on Date of Grant	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
					March 31, 2015	December 31, 2014	March 31, 2015	December 31, 2014
March 27, 2015	20,831	6.47	2 years	50% /year	-	-	123	-
July 15, 2014	52,077	6.75	2 years	50% /year	6,126	6,126	139	177
June 23, 2014	4,411	6.50	2 years	50% /year	-	-	17	20
March 24, 2014	8,184	5.69	2 years	50% /year	4,091	4,091	4	10
February 13, 2014	1,846	5.44	2 years	50% /year	923	923	-	2
June 28, 2013	48,600	5.64	2-4 years	25-50% /year	22,895	22,895	36	69
June 29, 2012	52,703	5.28	2-4 years	25-50% /year	44,967	44,967	30	36
June 30, 2011	17,692	5.57	2-4 years	25-50% /year	13,804	13,804	3	8
Total	185,513				92,806	92,806	\$ 352	\$ 322

Trustees

Annual Retainer

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The Compensation Committee approved a program that allows the Company's trustees to make a voluntary election to receive any portion of the annual cash retainer in the form of common equity valued at a 25% premium to the cash that would have been received. On December 30, 2014, we issued 12,860 shares which do not fully vest until December 31, 2015. Compensation expense incurred for the three months ended March 31, 2015 and 2014, respectively, was \$23 and \$55. The following table is a summary of all unvested share awards issued to trustees in lieu of annual cash retainer:

Original Issuance Date	Shares Issued	Share Price on Date of Grant	Vesting Period	Vesting Schedule	Unearned Compensation	
					March 31, 2015	December 31, 2014
December 30, 2014	12,860	\$ 7.25	1 year	100%	\$ 70	\$ 93

Multi-Year Long-Term Equity Incentives

Compensation expense for the multi-year long term incentive plans for the Company's trustees incurred for the three months ended March 31, 2015 and 2014, respectively, was \$15 and \$15. Unearned compensation related to the multi-year long term equity incentives was \$111 and \$127 as of March 31, 2015 and December 31, 2014, respectively.

The following table is a summary of all unvested share awards issued to trustees under the 2012 Plan and prior to equity incentive plans:

Original Issuance Date	Shares Issued	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
				March 31, 2015	December 31, 2014	March 31, 2015	December 31, 2014
December 30, 2014	10,000	3 years	33% /year	-	-	\$ 66	\$ 73
December 27, 2013	12,000	3 years	33% /year	5,335	5,335	33	38
December 28, 2012	12,000	3 years	33% /year	8,670	8,670	12	16
				14,005	14,005	\$ 111	\$ 127

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

Non-employees

The Company issues share based awards as compensation to non-employees for services provided to the Company consisting primarily of restricted common shares. The Company recorded stock based compensation expense of \$51 and \$54 for the three months ended March 31, 2015 and 2014, respectively. Unearned compensation related to the restricted share awards as of March 31, 2015 and December 31, 2014 was \$273 and \$81, respectively. The following table is a summary of all unvested share awards issued to non-employees under the Company's 2008 Equity Incentive Plan and the 2012 Plan:



Original Issuance Date	Shares Issued	Share Price on Date of Grant	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
					March 31, 2015	December 31, 2014	March 31, 2015	December 31, 2014
March 27, 2015	30,000	\$ 6.47	2 years	50% /year	-	-	\$ 194	\$ -
March 24, 2014	30,000	\$ 5.69	2 years	50% /year	15,000	15,000	79	81
Total	60,000				15,000	15,000	\$ 273	\$ 81

Table of Contents

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 9 – EARNINGS PER SHARE

The following table is a reconciliation of the income or loss (numerator) and the weighted average shares (denominator) used in the calculation of basic and diluted earnings per common share. The computation of basic and diluted earnings per share is presented below.

	Three Months Ended March 31,	
	2015	2014
NUMERATOR:		
Basic and Diluted*		
Loss from Continuing Operations	\$ (4,389)	\$ (5,180)
Loss from Continuing Operations allocated to Noncontrolling Interests	443	462
Distributions to Preferred Shareholders	(3,589)	(3,589)
Dividends Paid on Unvested Restricted Shares and LTIP Units	(141)	(130)
Loss from Continuing Operations attributable to Common Shareholders	(7,676)	(8,437)
Discontinued Operations		
Loss from Discontinued Operations	-	(1,333)
Loss from Discontinued Operations allocated to Noncontrolling Interests	-	45
Loss from Discontinued Operations attributable to Common Shareholders	-	(1,288)
Net Loss attributable to Common Shareholders	\$ (7,676)	\$ (9,725)
DENOMINATOR:		
Weighted average number of common shares - basic	198,331,158	200,743,751
Effect of dilutive securities:		
Restricted Stock Awards and LTIP Units (unvested)	-	*
Contingently Issued Shares	-	*
Weighted average number of common shares - diluted	198,331,158	200,743,751

\*Income (loss) allocated to noncontrolling interest in HHLP has been excluded from the numerator and units of limited partnership interest in HHLP have been omitted from the denominator for the purpose of computing diluted earnings per share since including these amounts in the numerator and denominator would have no impact. In addition, potentially dilutive common shares, if any, have been excluded from the denominator if they are anti-dilutive to income (loss) from continuing operations applicable to common shareholders.

The following table summarizes potentially dilutive securities that have been excluded from the denominator for the purpose of computing diluted earnings per share:

	Three Months Ended March 31,	
	2015	2014
Common Units and Vested LTIP Units	7,346,261	6,914,716
Unvested Stock Awards and LTIP Units Outstanding	808,516	650,379

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Contingently Issuable Share Awards	1,122,907	650,809
Total potentially dilutive securities excluded from the denominator	9,277,684	8,215,904

Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 10 – CASH FLOW DISCLOSURES AND NON CASH INVESTING AND FINANCING ACTIVITIES

Interest paid during the three months ended March 31, 2015 and 2014 totaled \$9,766 and \$10,133, respectively. The following non-cash investing and financing activities occurred during 2015 and 2014:

	2015	2014
Common Shares issued as part of the Dividend Reinvestment Plan	\$ 15	\$ 11
Acquisition of hotel properties:		
Debt assumed	-	24,924



Table of Contents

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014 [UNAUDITED]

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 11 – HOTEL DISPOSITIONS

Effective January 1, 2014, we adopted ASU Update No. 2014-08 concerning the classification and reporting of discontinued operations. This amendment defines discontinued operations as a component of an entity that represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. As a result of the adoption of ASU Update No. 2014-08, we anticipate that most of our hotel dispositions will not be classified as discontinued operations as most will not fit this definition.

For transactions that have been classified as held for sale or as discontinued operations for periods prior to our adoption of ASU Update No. 2014-08, we continued to present the operating results as discontinued operations in the statements of operations for all applicable periods presented.

Disposed Assets

On September 20, 2013, the Company entered into a purchase and sale agreement to dispose of a portfolio of 16 non-core hotel properties, for an aggregate purchase price of approximately \$217,000. In September 2013, our Board of Trustees authorized management of the Company to sell this portfolio. The 16 non-core hotel properties in the portfolio were acquired by the Company between 1999 and 2010. On December 20, 2013, the Company closed on the sale of 12 of these non-core hotel properties and closed on the remaining four properties in February 2014. The operating results for these four assets were reclassified to discontinued operations in the statement of operations for three months ended March 31, 2014. As we entered into a purchase and sale agreement for this portfolio prior to the adoption of ASU Update No. 2014-08, we recorded \$329 of income for discontinued operations during the three months ended March 31, 2014. In addition, we recorded an impairment loss of \$1,800 in the first quarter of 2014, as the proceeds did not exceed the carrying value for certain of these properties. Lastly, we recorded a gain of \$138 during the three months ended March 31, 2014 in connection with the closing of these four hotels.

As of March 31, 2015 and December 31, 2014, we had no assets or liabilities related to assets held for sale.

The following table sets forth the components of discontinued operations for the three months ended March 31, 2014:

	Three Ended March 31, 2014
Revenue:	
Hotel Operating Revenues	\$ 1,937
Total Revenues	1,937
Expenses:	
Hotel Operating Expenses	1,154
Gain on Insurance Settlements	23
Real Estate and Personal Property Taxes and Property Insurance	90
General and Administrative	(15)
Interest Expense	356
Total Expenses	1,608
Income from Discontinued Operations	\$ 329

We allocate to income or loss from discontinued operations interest expense related to debt that is to be assumed or that is required to be repaid as a result of the disposal transaction.



Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statement Regarding Forward Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, without limitation, statements containing the words, "believe," "expect," "anticipate," "estimate," "plan," "continue," "intend," "should," "may" and of similar import. Such forward-looking statements relate to future events, our plans, strategies, prospects and future financial performance, and involve known and unknown risks that are difficult to predict, uncertainties and other factors which may cause our actual results, performance or achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers should specifically consider the various factors identified in this and other reports filed by us with the SEC, including, but not limited to those discussed in the section entitled "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2014, that could cause actual results to differ. Statements regarding the following subjects are forward-looking by their nature:

- our business or investment strategy;
- our projected operating results;
- our distribution policy;
- our liquidity;
- completion of any pending transactions;
- our ability to obtain future financing arrangements;
- our understanding of our competition;
- market trends; and
- projected capital expenditures.

Forward-looking statements are based on our beliefs, assumptions and expectations, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Readers should not place undue reliance on forward-looking

statements. The following factors could cause actual results to vary from our forward-looking statements:

general volatility of the capital markets and the market price of our common shares;

changes in our business or investment strategy;

availability, terms and deployment of capital;

availability of qualified personnel;

changes in our industry and the market in which we operate, interest rates, or the general economy;

the degree and nature of our competition;

financing risks, including the risk of leverage and the corresponding risk of default on our mortgage loans and other debt and potential inability to refinance or extend the maturity of existing indebtedness;

levels of spending in the business, travel and leisure industries, as well as consumer confidence;

declines in occupancy, average daily rate and RevPAR and other hotel operating metrics;

hostilities, including future terrorist attacks, or fear of hostilities that affect travel;

financial condition of, and our relationships with, our joint venture partners, third-party property managers, franchisors and hospitality joint venture partners;

increased interest rates and operating costs;

ability to complete development and redevelopment projects;

risks associated with potential acquisitions, including the ability to ramp up and stabilize newly acquired hotels with limited or no operating history, and dispositions of hotel properties;

availability of and our ability to retain qualified personnel;

our failure to maintain our qualification as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended;

environmental uncertainties and risks related to natural disasters;

changes in real estate and zoning laws and increases in real property tax rates; and

the factors discussed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014 under the heading "Risk Factors" and in other reports we file with the SEC from time to time.



## Table of Contents

These factors are not necessarily all of the important factors that could cause our actual results, performance or achievements to differ materially from those expressed in or implied by any of our forward-looking statements. Other unknown or unpredictable factors, many of which are beyond our control, also could harm our results, performance or achievements.

All forward-looking statements contained in this report are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made, and we do not undertake or assume any obligation to update publicly any of these statements to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable laws. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

## BACKGROUND

As of March 31, 2015, we owned interests in 51 hotels in major urban gateway markets including New York, Washington DC, Boston, Philadelphia, San Diego, Los Angeles and Miami, including 46 wholly-owned hotels and interests in five hotels owned through unconsolidated joint ventures. Our "Summary of Operating Results" section below contains operating results for 46 consolidated hotel assets and five hotel assets owned through unconsolidated joint ventures. We have elected to be taxed as a REIT for federal income tax purposes, beginning with the taxable year ended December 31, 1999. For purposes of the REIT qualification rules, we cannot directly operate any of our hotels. Instead, we must lease our hotels to a third party lessee or to a TRS, provided that the TRS engages an eligible independent contractor to manage the hotels. As of March 31, 2015, we have leased all of our hotels to a wholly-owned TRS, a joint venture owned TRS, or an entity owned by our wholly-owned TRS. Each of these TRS entities will pay qualifying rent, and the TRS entities have entered into management contracts with qualified independent managers, including HHMLP, with respect to our hotels. We intend to lease all newly acquired hotels to a TRS. The TRS structure enables us to participate more directly in the operating performance of our hotels. The TRS directly receives all revenue from, and funds all expenses relating to, hotel operations. The TRS is also subject to income tax on its earnings.

## OVERVIEW

We believe the improvements in our equity and debt capitalization and repositioning of our portfolio better enables us to capitalize on further improvement in lodging fundamentals. During 2015 thus far, we continued to see improvements in ADR, RevPAR and operating margins, led by hotels in most of our major locations. We continue to seek acquisition opportunities in urban centers and central business districts. In addition, we will continue to look for attractive opportunities to dispose of properties in secondary and tertiary markets at favorable prices, potentially redeploying that capital in our focus markets. We do not expect to actively pursue acquisitions made through joint

ventures in the near term; however, we may seek to buy out, or sell our joint venture interests to, select existing joint venture partners. We do not expect to actively pursue development loans or land leases in the near term.

Although we expect continued stabilization and improvement in consumer and commercial spending and lodging demand during 2015, the manner in which the economy will continue to grow, if at all, is not predictable. In addition, the availability of hotel-level financing for the acquisition of new hotels is not within our control. As a result, there can be no assurances that we will be able to grow hotel revenues, occupancy, ADR or RevPAR at our properties as we hope. Factors that might contribute to less-than-anticipated performance include those described under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2014 and other documents that we may file with the SEC in the future. We will continue to cautiously monitor lodging demand and rates, our third-party hotel managers, and our performance generally.

Table of Contents

## SUMMARY OF OPERATING RESULTS

The following table outlines operating results for the Company's portfolio of wholly owned hotels and those owned through joint venture interests (excluding hotel assets classified as discontinued operations) that are consolidated in our financial statements for the three months ended March 31, 2015 and 2014.

## CONSOLIDATED HOTELS:

	Three Months Ended		
	March 31		
	2015	2014	% Variance
Occupancy	78.9%	75.9%	3.0%
Average Daily Rate (ADR)	\$ 175.60	\$ 164.67	6.6%
Revenue Per Available Room (RevPAR)	\$ 138.59	\$ 125.01	10.9%
Room Revenues	\$ 85,952	\$ 72,415	18.7%
Total Revenues	\$ 95,688	\$ 79,917	19.7%

RevPAR for the three months ended March 31, 2015 increased 10.9% for our consolidated hotels when compared to the same period in 2014. This increase represents a continued growth trend in RevPAR, which is primarily due to the improving economic conditions since March 31, 2014 and the acquisition of hotel properties consummated in 2014 that are accretive to RevPAR. The increase, as noted in the table above, was the result of increases in both occupancy and ADR. Performing particularly well in the first quarter of 2015 were hotels in our Boston, West Coast, South Florida and Washington DC markets, each of which posted RevPAR growth in excess of 10.0% versus the same period in 2014.

The following table outlines operating results for hotels we own through an unconsolidated joint venture interest. These operating results reflect 100% of the operating results of the property including our interest and the interests of our joint venture partners and other noncontrolling interest holders.

## UNCONSOLIDATED JOINT VENTURES:

	Three Months Ended		
	March 31		
	2015	2014	% Variance
Occupancy	66.3%	61.2%	5.1%
Average Daily Rate (ADR)	\$ 155.19	\$ 149.87	3.5%
Revenue Per Available Room (RevPAR)	\$ 102.93	\$ 91.72	12.2%
Room Revenues	\$ 12,682	\$ 12,490	1.5%

Total Revenues \$ 17,751 \$ 17,275 2.8%

For our unconsolidated joint venture hotels, RevPAR increased 12.2% for the three months ended March 31, 2015. First quarter results reflect the overall condition of the market in which our unconsolidated joint venture hotels operate, particularly Boston, where our 2 hotels posted RevPAR growth of 18.7%. In addition, the Courtyard Norwich, CT is included in the results for the three months ended March 31, 2014 but not included in the results for the three months ended March 31, 2015 as the owners of the property, Mystic Partners, LLC, transferred the title of the property to the lender during the fourth quarter of 2014. This property had occupancy of 48.6%, ADR of \$105.08 and RevPAR of \$51.04 for the three months ended March 31, 2014, which were the lowest operating statistics for the Mystic Partners LLC portfolio.

Table of Contents

We define a same store consolidated hotel as one that is currently consolidated, that we have owned in whole or in part for the entirety of the periods being presented, and is deemed fully operational. Based on this definition, for the three months ended March 31, 2015 and 2014 there are 42 same store hotels, respectively. The following table outlines operating results for the three months ended March 31, 2015 and 2014, for our same store consolidated hotels:

## SAME STORE CONSOLIDATED HOTELS:

(includes 42 hotels in both years)  
Three Months Ended  
March 31

	2015	2014	% Variance
--	------	------	------------

Occupancy	78.4%	75.8%	2.6%
Average Daily Rate (ADR)	\$ 171.84	\$ 164.86	4.2%
Revenue Per Available Room (RevPAR)	\$ 134.70	\$ 124.95	7.8%
Room Revenues	\$ 76,789	\$ 71,105	8.0%
Total Revenues	\$ 85,470	\$ 78,417	9.0%

Driven by strong performance in our Boston, West Coast, South Florida and Washington DC markets, RevPAR for our same store consolidated hotels increased 7.8% during the three months ended March 31, 2015, when compared to the same period in 2014.

## COMPARISON OF THE THREE MONTHS ENDED MARCH 31, 2015 AND 2014

(dollars in thousands, except ADR, RevPAR, and per share data)

## Revenue

Our total revenues for the three months ended March 31, 2015 consisted of hotel operating revenues and other revenue. Hotel operating revenues were approximately 100% of total revenues for the three months ended March 31, 2015 and 2014. Hotel operating revenues are recorded for wholly owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture interests that are consolidated in our financial statements. Hotel operating revenues increased \$15,771, or 19.7%, to \$95,688 for the three months ended March 31, 2015 compared to \$79,917 for the same period in 2014. This increase in hotel operating revenues was primarily attributable to the acquisition of hotel properties consummated during or subsequent to the three months ended March 31, 2014 and the continued growth and stabilization of our existing assets.



Since March 31, 2014, we have acquired interests in two consolidated hotels and have commenced operations at the Hampton Inn Pearl Street. These three hotels contributed the following operating revenues for the three months ended March 31, 2015.

Brand	Location	Acquisition Date	Rooms	2015 Hotel Operating Revenues
Parrot Key Resort	Key West, FL	May 7, 2014	148	4,705
Hilton Garden Inn 52nd Street	New York, NY	May 30, 2014*	205	2,921
Hampton Inn Pearl Street	New York, NY	June 23, 2014*	81	912
			434	\$ 8,538

\*Date the hotel began operations.

#### Expenses

Total hotel operating expenses increased 17.6% to approximately \$57,355 for the three months ended March 31, 2015 from \$48,776 for the three months ended March 31, 2014. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since March 31, 2014, as mentioned above. The acquisitions also resulted in an increase in depreciation and amortization of 11.7%, or \$1,910, to \$18,253 for the three months ended March 31, 2015 from \$16,343 for the three months ended March 31, 2014. Real estate and personal property tax and property insurance increased \$1,464, or 21.5%, for the three months ended March 31, 2015 when compared to the same period in 2014. This increase is due to our acquisitions since March 31, 2014 as well as an overall increase in tax assessments and tax rates as the economy improves, but was partially offset by reductions resulting from our rigorous management of this expense.

Table of Contents

General and administrative expense increased by approximately \$445 from \$3,902 in the three months ended March 31, 2014 to \$4,347 for the same period in 2015. General and administrative expense includes expense related to non-cash share based payments issued as incentive compensation to the Company's trustees, executives, and employees. Expense related to share based compensation increased \$427 when comparing the three months ended March 31, 2015 to the same period in 2014. This increase in share based compensation expense is due primarily to the larger number of share awards issued under the 2014 Annual EIP for the three months ended March 31, 2015 compared to the number of share awards issued under the 2013 Annual EIP during the three months ended March 31, 2014. Please refer to "Note 8 – Share Based Payments" of the notes to the consolidated financial statements for more information about our stock based compensation.

Amounts recorded on our consolidated statement of operations for acquisition and terminated transaction costs will fluctuate from period to period based on our acquisition activities. Acquisition and terminated transaction costs typically consist of transfer taxes, legal fees and other costs associated with acquiring a hotel property and transactions that were terminated during the year. Acquisition and terminated transaction costs decreased \$16 from \$134 for the three months ended March 31, 2014 to \$118 for the same period in 2015. The costs incurred in 2014 were primarily related to our acquisition of the Hotel Milo in Santa Barbara, CA. We did not acquire any hotel properties during the three months ended March 31, 2015; however, also included in acquisition and terminated transactions costs are charges related to transactions that were terminated during the period.

Operating Income

Operating income for the three months ended March 31, 2015 was \$6,641 compared to operating income of \$5,624 during the same period in 2014. Operating income was positively impacted by the improved operating results of our hotels as discussed above. Offsetting this increase was insurance recoveries of approximately \$2,045 recognized during the three months ended March 31, 2014 related to the settlement of insurance claims from Hurricane Sandy. A similar event did not occur during the three months end March 31, 2015.

Interest Expense

Interest expense increased \$587 from \$10,048 for the three months ended March 31, 2014 to \$10,635 for the three months ended March 31, 2015. The increase in interest expense is primarily due to increased borrowings drawn on our unsecured credit facilities and increased mortgage payables. During 2014, we entered into a new credit facility which allowed for an additional \$100,000 in unsecured term loan, which we drew during the second quarter of 2014.

Unconsolidated Joint Venture Investments

The loss from unconsolidated joint ventures consists of our interest in the operating results of the properties we own in joint ventures. Loss from our unconsolidated joint ventures decreased by \$146 to \$274 for the three months ended March 31, 2015 compared to \$420 during the same period in 2014, driven by improvements in the markets of the hotels owned by our unconsolidated joint venture investments, particularly the Boston market where two of these hotels are located.

#### Income Tax Benefit

During the three months ended March 31, 2015, the Company did not record any income tax expense or benefit compared to income tax benefit of \$108 for the three months ended March 31, 2014.

#### Discontinued Operations

Effective January 1, 2014, we adopted ASU Update No. 2014-08 concerning the classification and reporting of discontinued operations. This amendment defines discontinued operations as a component of an entity that represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. As a result of the adoption of ASU Update No. 2014-08, we anticipate that most of our hotel dispositions will not be classified as discontinued operations as most will not fit this definition.

For the three months ended March 31, 2014, we recorded a gain of \$138 in connection with the closing of four hotels which were part of a portfolio of 16 non-core hotels. As we entered into a purchase and sale agreement for this portfolio prior to the adoption of ASU Update No. 2014-08, we recorded \$329 of income for discontinued operations during the three months ended March 31, 2014. In addition, we recorded an impairment loss of \$1,800 in the first quarter of 2014, as the proceeds did not exceed the carrying value for certain of these properties.

Table of Contents

Net Loss Applicable to Common Shareholders

Net loss applicable to common shareholders for the three months ended March 31, 2015 was \$7,535 compared to a loss of \$9,595 during the same period in 2014. Net loss applicable to common shareholders for the three months ended March 31, 2015 was positively impacted by the improved operating results of our hotels, but was negatively impacted by higher interest expense and general and administrative expense. Net income applicable to common shareholders for the three months ended March 31, 2014 was negatively impacted by the impairment charge related to the pending sale of 16 non-core assets.

Comprehensive loss Attributable to Common Shareholders

Comprehensive loss attributable to common shareholders for the three months ended March 31, 2015 was \$8,091 compared to comprehensive loss of \$9,695 for the same period in 2014. This amount was primarily attributable to net loss as more fully described above. For the three months ended March 31, 2015, we recorded other comprehensive loss of \$556 compared to \$100 of other comprehensive loss for the three months ended March 31, 2014. The increase in other comprehensive loss was primarily due to the decrease in fair value of our interest rate swaps and caps used as cash flow hedges. The decrease in fair value of these instruments is attributed to changes in the forecasted LIBOR rates from period to period, as interest rates continue to be forecasted at historic lows.

LIQUIDITY, CAPITAL RESOURCES, AND EQUITY OFFERINGS

(dollars in thousands, except per share data)

Potential Sources of Capital

Our organizational documents do not limit the amount of indebtedness that we may incur. Our ability to incur additional debt is dependent upon a number of factors, including the current state of the overall credit markets, our degree of leverage and borrowing restrictions imposed by existing lenders. Our ability to raise funds through the issuance of debt and equity securities is dependent upon, among other things, capital market volatility, risk tolerance of investors, general market conditions for REITs and market perceptions related to the Company's ability to generate cash flow and positive returns on its investments.

In addition, our mortgage indebtedness contains various financial and non-financial covenants customarily found in secured, nonrecourse financing arrangements. If the specified criteria are not satisfied, the lender may be able to escrow cash flow generated by the property securing the applicable mortgage loan. We have determined that certain debt service coverage ratio covenants contained in the loan agreements securing a number of our hotel properties were not met as of March 31, 2015. Pursuant to the loan agreements, certain lenders have elected to escrow the operating cash flow for these properties. However, these covenants do not constitute an event of default for these loans. Future deterioration in market conditions could cause restrictions in our access to the cash flow of additional properties.

We maintain a senior unsecured credit agreement with Citigroup Global Markets Inc. and various other lenders. The credit agreement provides for a \$500,000 senior unsecured credit facility consisting of a \$250,000 senior unsecured revolving line of credit and a \$250,000 senior unsecured term loan. This new facility amended and restated the existing \$400,000 senior secured credit facility. The \$500,000 unsecured credit facility expires on February 28, 2018 and, provided no event of default has occurred, we may request that the lenders renew the credit facility for an additional one-year period. The credit facility is also expandable to \$850,000 at our request, subject to the satisfaction of certain conditions.

As of March 31, 2015, the outstanding unsecured term loan balance under the \$500,000 senior unsecured credit facility was \$250,000 and therefore fully drawn, and we had \$34,500 outstanding borrowings under the \$250,000 revolving line of credit. As of March 31, 2015, our remaining borrowing capacity under the \$500,000 unsecured credit facility's revolving line of credit was \$211,745, which is based on certain operating metrics of unencumbered hotel properties designated as borrowing base assets. We intend to repay indebtedness incurred under the \$500,000 unsecured credit facility from time to time, for acquisitions or otherwise, out of cash flow and from the proceeds of issuances of additional common and preferred shares and potentially other securities.

## Table of Contents

We will continue to monitor our debt maturities to manage our liquidity needs. However, no assurances can be given that we will be successful in refinancing all or a portion of our future debt obligations due to factors beyond our control or that, if refinanced, the terms of such debt will not vary from the existing terms. As of March 31, 2015, we have \$40,744 of indebtedness maturing on or before December 31, 2015. We currently expect that cash requirements for all debt that is not refinanced by our existing lenders for which the maturity date is not extended will be met through a combination of cash on hand, refinancing the existing debt with new lenders, draws on the \$250,000 revolving line of credit portion of our \$500,000 credit facility and the issuance of our securities.

### Common Share Repurchase Plan

In February 2015, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$100,000 of our outstanding common shares. The current share repurchase program will expire on December 31, 2015. For the three months ended March 31, 2015, the Company repurchased 1,977,762 common shares for an aggregate purchase price of \$12,627. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued commons shares. In April 2015, subsequent to the end of the first quarter, we repurchased 593,890 common shares for an aggregate purchase price of \$3,808.

### Operating Liquidity and Capital Expenditures

We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under the \$250,000 unsecured revolving line of credit portion of our \$500,000 unsecured credit facility. We believe that the net cash provided by operations in the coming year and borrowings drawn on the \$250,000 revolving line of credit portion of our \$500,000 unsecured credit facility will be adequate to fund the Company's operating requirements, monthly recurring debt service and the payment of dividends in accordance with REIT requirements of the Internal Revenue Code of 1986, as amended.

To qualify as a REIT, we must distribute annually at least 90% of our taxable income. This distribution requirement limits our ability to retain earnings and requires us to raise additional capital in order to grow our business and acquire additional hotel properties. However, there is no assurance that we will be able to borrow funds or raise additional equity capital on terms acceptable to us, if at all. In addition, we cannot guarantee that we will continue to make distributions to our shareholders at the current rate or at all. Due to the seasonality of our business, cash provided by operating activities fluctuates significantly from quarter to quarter. However, we believe that, based on our current estimates, which include the addition of cash provided by hotels acquired during 2015, our cash provided by operating activities will be sufficient over the next 12 months to fund the payment of our dividend at its current level. However, our Board of Trustees continues to evaluate the dividend policy in the context of our overall liquidity and market conditions and may elect to reduce or suspend these distributions. Net cash provided by operating activities for the three months ended March 31, 2015 was \$14,422 and cash used for the payment of distributions and dividends for the

three months ended March 31, 2015 was \$18,113.

We also project that our operating cash flow and available borrowings under the \$250,000 revolving line of credit portion of our \$500,000 unsecured credit facility will be sufficient to satisfy our liquidity and other capital needs over the next twelve to eighteen months.

Our long-term liquidity requirements consist primarily of the costs of acquiring additional hotel properties, renovation and other non-recurring capital expenditures that need to be made periodically with respect to hotel properties and scheduled debt repayments. We will seek to satisfy these long-term liquidity requirements through various sources of capital, including borrowings under the \$250,000 revolving line of credit portion of our \$500,000 unsecured credit facility and through secured, non-recourse mortgage financings with respect to our unencumbered hotel properties. In addition, we may seek to raise capital through public or private offerings of our securities. Certain factors may have a material adverse effect on our ability to access these capital sources, including our degree of leverage, the value of our unencumbered hotel properties and borrowing restrictions imposed by lenders or franchisors. We will continue to analyze which source of capital is most advantageous to us at any particular point in time, but financing may not be consistently available to us on terms that are attractive, or at all.

Spending on capital improvements during the three months ended March 31, 2015 decreased when compared to spending on capital improvements during the three months ended March 31, 2014. During the three months ended March 31, 2015, we spent \$5,383 on capital expenditures to renovate, improve or replace assets at our hotels. This compares to \$11,092 during the same period in 2014. These capital expenditures were undertaken to comply with brand mandated improvements and to initiate projects that we believe will generate a return on investment to take advantage of the continuing recovery in the lodging sector.

Table of Contents

In addition to capital reserves required under certain loan agreements and capital expenditures to renovate, improve or replace assets at our hotels, we have opportunistically engaged in hotel development projects. During the three months ended March 31, 2015, we spent \$992 on hotel development projects compared to \$2,396 during the same period of 2014. Costs incurred during the three months ended March 31, 2014 related to the tower construction at Courtyard Miami Beach and re-development project at Hampton Inn Pearl Street hotels, both of which were completed in 2014. While the tower at Courtyard Miami Beach and Hampton Inn Pearl Street opened during 2014, it is customary to continue to incur costs for a period of time after the project is deemed complete due to timing of billing. Projects such as these require significant capital, which we expect to fund with various sources of capital, including available borrowings under the \$250,000 revolving line of credit portion of our credit facility and through secured, non-recourse mortgage financings. In addition, we may seek to raise capital through public or private offerings of our securities to fund these capital improvements.

We may spend additional amounts, if necessary, to comply with the reasonable requirements of any franchise license under which any of our hotels operate and otherwise to the extent we deem such expenditures to be in our best interests. We are also obligated to fund the cost of certain capital improvements to our hotels. We expect to use operating cash flow, borrowings under the \$250,000 revolving line of credit portion of our credit facility, and proceeds from issuances of our securities to pay for the cost of capital improvements and any furniture, fixture and equipment requirements in excess of the set aside referenced above.

CASH FLOW ANALYSIS

(dollars in thousands, except per share data)

Comparison of the Three Months Ended March 31, 2015 and 2014

Net cash provided by operating activities decreased \$4,520 from \$18,942 for the three months ended March 31, 2014 to \$14,422 for the comparable period in 2015. Net loss, adjusted for non-cash items reflected in the statement of cash flows for the three months ended March 31, 2015 and 2014, improved by \$2,121 for the three months ended March 31, 2015 when compared to 2014. The decrease in cash provided by operating activities was attributable to an increase in working capital assets.

Net cash used in investing activities for the three months ended March 31, 2015 decreased \$8,518, from \$13,533 for the three months ended March 31, 2014 compared to \$5,015 for 2015. Overall, we engaged in more investing activities during the three months ended March 31, 2014 compared to the same period in 2015. Spending on the purchase of hotel properties and deposits on hotel acquisitions was \$17,000 lower during the three months ended March 31, 2015, compared to the three months March 31, 2014 and spending on capital expenditures was \$5,709 less during the three months ended March 31, 2015, compared to the three months ended March 31, 2014. Additionally,



spending on hotel development projects during the three months ended March 31, 2015 was \$1,404 less than during the same period of 2014. During the three months ended March 31, 2014 we received \$13,397 in proceeds from the disposition of properties, compared to the three months ended March 31, 2015 where we did not have a disposition.

Net cash provided by financing activities for the three months ended March 31, 2015 was \$346 compared to net cash used in financing activities for the three months ended March 31, 2014 of \$17,310. This is primarily due to net proceeds received during the three months ended March 31, 2015 under our line of credit facility of \$34,500 compared to \$23,000, or \$11,500 higher during the same period in 2014. In addition, net payments from mortgages and notes payable were \$3,310 lower during the three months ended March 31, 2015, when compared to the same period in 2014. During the three months ended March 31, 2015, we used \$12,627 for the repurchase of common shares, compared to \$15,284 used in the three months ended March 31, 2014. Offsetting these net uses of cash were dividends and distributions payable which increased \$1,955 during the three months ended March 31, 2015, compared to 2014, due to the increase in our dividend paid on common shares which increased from \$.06 to \$.07 per share.

#### OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Table of Contents

FUNDS FROM OPERATIONS

(in thousands, except share data)

The National Association of Real Estate Investment Trusts (“NAREIT”) developed Funds from Operations (“FFO”) as a non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. We calculate FFO applicable to common shares and Common Units in accordance with the April 2002 National Policy Bulletin of NAREIT, which we refer to as the White Paper. The White Paper defines FFO as net income (loss) (computed in accordance with GAAP) excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated assets, plus certain non-cash items, such as loss from impairment of assets and depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Our interpretation of the NAREIT definition is that noncontrolling interest in net income (loss) should be added back to (deducted from) net income (loss) as part of reconciling net income (loss) to FFO. Our FFO computation may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we do.

The GAAP measure that we believe to be most directly comparable to FFO, net income (loss) applicable to common shareholders, includes loss from the impairment of certain depreciable assets, our investment in unconsolidated joint ventures and land, depreciation and amortization expenses, gains or losses on property sales, noncontrolling interest and preferred dividends. In computing FFO, we eliminate these items because, in our view, they are not indicative of the results from our property operations. We determined that the loss from the impairment of certain depreciable assets including investments in unconsolidated joint ventures and land, was driven by a measurable decrease in the fair value of certain hotel properties and other assets as determined by our analysis of those assets in accordance with applicable GAAP. As such, these impairments have been eliminated from net loss to determine FFO.

FFO does not represent cash flows from operating activities in accordance with GAAP and should not be considered an alternative to net income as an indication of the Company’s performance or to cash flow as a measure of liquidity or ability to make distributions. We consider FFO to be a meaningful, additional measure of operating performance because it excludes the effects of the assumption that the value of real estate assets diminishes predictably over time, and because it is widely used by industry analysts as a performance measure. We show both FFO from consolidated hotel operations and FFO from unconsolidated joint ventures because we believe it is meaningful for the investor to understand the relative contributions from our consolidated and unconsolidated hotels. The display of both FFO from consolidated hotels and FFO from unconsolidated joint ventures allows for a detailed analysis of the operating performance of our hotel portfolio by management and investors. We present FFO applicable to common shares and Common Units because our Common Units are redeemable for common shares. We believe it is meaningful for the investor to understand FFO applicable to all common shares and Common Units.



Table of Contents

The following table reconciles FFO for the periods presented to the most directly comparable GAAP measure, net income, for the same periods (dollars in thousands):

	Three Months Ended	
	March 31, 2015	March 30, 2014
Net loss applicable to common shareholders	\$ (7,535)	\$ (9,595)
Loss allocated to noncontrolling interest	(443)	(507)
Loss from unconsolidated joint ventures	274	420
Gain on hotel acquisition	-	(138)
Loss from impairment of depreciable assets	-	1,800
Depreciation and amortization	18,253	16,343
Funds from consolidated hotel operations applicable to common shareholders and Common Units	10,549	8,323
Loss from unconsolidated joint ventures	(274)	(420)
Depreciation and amortization of purchase price in excess of historical cost (1)	120	143
Interest in depreciation and amortization of unconsolidated joint ventures (2)	1,093	871
Funds from unconsolidated joint ventures operations applicable to common shareholders and Common Units	939	594
Funds from Operations applicable to common shareholders and Common Units	\$ 11,488	\$ 8,917
Weighted Average Common Shares and Common Units		
Basic	198,331,158	200,743,751
Diluted	207,608,842	208,959,655

(1) Adjustment made to add depreciation of purchase price in excess of historical cost of the assets in the unconsolidated joint venture at the time of our investment.

(2) Adjustment made to add our interest in real estate related depreciation and amortization of our unconsolidated joint ventures. Allocation of depreciation and amortization is consistent with allocation of income and loss.

Certain amounts related to depreciation and amortization and depreciation and amortization from discontinued operations in the prior year FFO reconciliation have been recast to conform to the current year presentation. In addition, based on guidance provided by NAREIT, we have eliminated loss from the impairment of certain depreciable assets, including investments in unconsolidated joint ventures and land, from net loss to arrive at FFO in each year presented.

## INFLATION

Operators of hotel properties, in general, possess the ability to adjust room rates daily to reflect the effects of inflation. However, competitive pressures may limit the ability of our management companies to raise room rates.

41

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Table of Contents

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The estimates and assumptions made by management in applying critical accounting policies have not changed materially during 2015 and 2014 and none of the estimates or assumptions have proven to be materially incorrect or resulted in our recording any significant adjustments relating to prior periods. See Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2014 for a summary of the accounting policies that management believes are critical to the preparation of the consolidated financial statements.

Investment in Hotel Properties

Investments in hotel properties are recorded at cost. Improvements and replacements are capitalized when they extend the useful life of the asset. Costs of repairs and maintenance are expensed as incurred. Depreciation is computed using the straight-line method over the estimated useful life of up to 40 years for buildings and improvements, two to seven years for furniture, fixtures and equipment. We are required to make subjective assessments as to the useful lives of our properties for purposes of determining the amount of depreciation to record on an annual basis with respect to our investments in hotel properties. These assessments have a direct impact on our net income because if we were to shorten the expected useful lives of our investments in hotel properties we would depreciate these investments over fewer years, resulting in more depreciation expense and lower net income on an annual basis.

Most identifiable assets, liabilities, noncontrolling interests, and goodwill related to hotel properties acquired in a business combination are recorded at full fair value. Estimating techniques and assumptions used in determining fair values involve significant estimates and judgments. These estimates and judgments have a direct impact on the carrying value of our assets and liabilities which can directly impact the amount of depreciation expense recorded on an annual basis and could have an impact on our assessment of potential impairment of our investment in hotel properties.

The operations related to properties that have been sold are presented as discontinued operations in the statement of operations for all periods presented, and properties intended to be sold are designated as “held for sale” on the balance sheet.

Based on the occurrence of certain events or changes in circumstances, we review the recoverability of the property’s carrying value. Such events or changes in circumstances include the following:

- a significant decrease in the market price of a long-lived asset;
- a significant adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition;
- a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset; and
- a current expectation that, it is more likely than not that, a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

We review our portfolio on an on-going basis to evaluate the existence of any of the aforementioned events or changes in circumstances that would require us to test for recoverability. In general, our review of recoverability is based on an estimate of the future undiscounted cash flows, excluding interest charges, expected to result from the property's use and eventual disposition. These estimates consider factors such as expected future operating income, market and other applicable trends and residual value expected, as well as the effects of hotel demand, competition and other factors. If impairment exists due to the inability to recover the carrying value of a property, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair value of the property. We are required to make subjective assessments as to whether there are impairments in the values of our investments in hotel properties.

As of March 31, 2015, based on our analysis, we have determined that the future cash flow of each of the properties in our portfolio is sufficient to recover its carrying value.

## Table of Contents

### Investment in Joint Ventures

Properties owned in joint ventures are consolidated if the determination is made that we are the primary beneficiary in a variable interest entity (VIE) or we maintain control of the asset through our voting interest or other rights in the operation of the entity. To determine if we are the primary beneficiary of a VIE, we evaluate whether we have a controlling financial interest in that VIE. An enterprise is deemed to have a controlling financial interest if it has i) the power to direct the activities of a VIE that most significantly impact the entity's economic performance, and ii) the obligation to absorb losses of the VIE that could be significant to the VIE or the rights to receive benefits from the VIE that could be significant to the VIE. Control can also be demonstrated by the ability of a member to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the other member and the inability of the members to replace the managing member. This evaluation requires significant judgment.

If it is determined that we do not have a controlling interest in a joint venture, either through our financial interest in a VIE or our voting interest in a voting interest entity, the equity method of accounting is used. Under this method, the investment, originally recorded at cost, is adjusted to recognize our share of net earnings or losses of the affiliates as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to nominal ownership percentages due to specified preferred return rate thresholds.

The Company periodically reviews the carrying value of its investment in unconsolidated joint ventures to determine if circumstances exist indicating impairment to the carrying value of the investment that is other than temporary. When an impairment indicator is present, we will estimate the fair value of the investment. Our estimate of fair value takes into consideration factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. This determination requires significant estimates by management, including the expected cash flows to be generated by the assets owned and operated by the joint venture. Subsequent changes in estimates could impact the determination of whether impairment exists. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount over the fair value of our investment in the unconsolidated joint venture.

### New Accounting Pronouncements

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2017. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The



Company is evaluating the effect that ASU No. 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

On February 18, 2015, the FASB issued ASU No. 2015-02, Consolidation – Amendments to the Consolidation Analysis, which amends the current consolidation guidance affecting both the variable interest entity (VIE) and voting interest entity (VOE) consolidation models. The standard does not add or remove any of the characteristics in determining if an entity is a VIE or VOE, but rather enhances the way the Company assesses some of these characteristics. The new standard is effective for the Company on January 1, 2016. The Company does not expect ASU No. 2015-02 to have a significant impact on its consolidated financial statements and related disclosures.

On April 17, 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. Currently, debt issuance costs are recorded as an asset and amortization of these deferred financing costs is recorded in interest expense. Under the new standard, debt issuance costs will continued to be amortized over the life of the debt instrument and amortization will continue to be recorded in interest expense. The new standard is effective for the Company on January 1, 2016 and will be applied on a retrospective basis. The Company is currently evaluating ASU 2015-03, and anticipates a change in our presentation only since the standard does not alter the accounting for debt issuance costs.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk (in thousands, except per share data)

Our primary market risk exposure is to changes in interest rates on our variable rate debt. As of March 31, 2015, we are exposed to interest rate risk with respect to variable rate borrowings under our \$500,000 credit facility and certain variable rate mortgages and notes payable. As of March 31, 2015, we had total variable rate debt outstanding of \$357,548 with a weighted average interest rate of 2.99%. The effect of a 100 basis point increase or decrease in the interest rate on our variable rate debt outstanding as of March 31, 2015 would be an increase or decrease in our interest expense for the three months ended March 31, 2015 of \$814.

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates for a portion of our borrowings through the use of fixed rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. We have also entered into derivative financial instruments such as interest rate swaps or caps, and in the future may enter into treasury options or locks, to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable rate debt. As of March 31, 2015, we have an interest rate cap related to debt on the Hyatt Union Square, New York, NY, Hilton Garden Inn, 52nd Street, New York, NY, and our two subordinated notes payable, and we have five interest rate swaps related to debt on the Courtyard by Marriott, Westside, Los Angeles, CA, Courtyard by Marriott, Miami Beach, FL, Duane Street Hotel, New York, NY, and our unsecured credit facility. We do not intend to enter into derivative or interest rate transactions for speculative purposes.

As of March 31, 2015, approximately 78% of our outstanding consolidated long-term indebtedness is subject to fixed rates or effectively capped, while 22% of our outstanding long term indebtedness is subject to floating rates, including borrowings under our revolving credit facility.

Changes in market interest rates on our fixed-rate debt impact the fair value of the debt, but such changes have no impact on interest expense incurred. If interest rates rise 100 basis points and our fixed rate debt balance remains constant, we expect the fair value of our debt to decrease. The sensitivity analysis related to our fixed-rate debt assumes an immediate 100 basis point move in interest rates from their March 31, 2015 levels, with all other variables held constant. A 100 basis point increase in market interest rates would cause the fair value of our fixed-rate debt outstanding at March 31, 2015 to be approximately \$933,247 and a 100 basis point decrease in market interest rates would cause the fair value of our fixed-rate debt outstanding at March 31, 2015 to be approximately \$961,472.

We regularly review interest rate exposure on our outstanding borrowings in an effort to minimize the risk of interest rate fluctuations. For debt obligations outstanding as of March 31, 2015, the following table presents expected principal repayments and related weighted average interest rates by expected maturity dates:

	2015	2016	2017	2018	2019	Thereafter	Total
Fixed Rate Debt	\$ 40,744	\$ 218,824	\$ 203,172	\$ 491	\$ 150,513	\$ 22,228	\$ 635,972
Weighted Average Interest Rate	4.77%	4.29%	3.36%	3.36%	4.40%	4.40%	4.10%
Floating Rate Debt	\$ -	\$ 55,000	\$ 1,047	\$ 26,073	\$ 144,379	\$ 51,548	\$ 278,047
Weighted Average Interest Rate	3.04%	2.68%	2.68%	2.69%	3.18%	3.17%	2.88%
	\$ 40,744	\$ 273,824	\$ 204,219	\$ 26,564	\$ 294,892	\$ 73,776	\$ 914,019
Line of Credit Facility	\$ -	\$ -	\$ -	\$ 34,500	\$ -	\$ -	\$ 34,500
Weighted Average Interest Rate	-	-	-	2.63%	-	-	2.62%
	\$ 40,744	\$ 273,824	\$ 204,219	\$ 61,064	\$ 294,892	\$ 73,776	\$ 948,519

Table of Contents

Item 4. Controls and Procedures

Based on the most recent evaluation, the Company's Chief Executive Officer and Chief Financial Officer believe the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) were effective as of March 31, 2015.

There were no changes to the Company's internal controls over financial reporting during the three months ended March 31, 2015, that materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Table of Contents

## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings.

None.

## Item 1A. Risk Factors.

None.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

A summary of our common share repurchases (in millions, except average price per share) during the three months ended March 31, 2015 under the \$100 million repurchase program authorized by our Board of Trustees in December 2012 and reauthorized in February 2015, which expires on December 31, 2015, is set forth in the table below. All such common shares were repurchased pursuant to open market transactions.

## Issuer Purchases of Common Stock

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs (in thousands)
January 1 to January 31, 2015	-	N/A	N/A	-
February 1 to February 28, 2015	-	N/A	N/A	-

March 1 to March 31, 2015	1,977,762	\$ 6.36	1,977,762	\$ 87,373
April 1 to April 30, 2015	593,890	6.39	2,571,652	83,565

Item 3.Defaults Upon Senior Securities.

None.

Item 4.Mine Safety Disclosures.

Not Applicable.

Item 5.Other Information.

None.

Table of Contents

Item 6.Exhibits.

Exhibit No.

31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document





Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HERSHA  
HOSPITALITY TRUST

April 28, 2015 /s/ Ashish R. Parikh  
Ashish R. Parikh  
Chief Financial Officer