

HERSHA HOSPITALITY TRUST
Form 8-A12B
May 17, 2011

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

HERSHA HOSPITALITY TRUST
(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------------------|---------------------------------------|------------------------------------------------|
| Maryland (State or other jurisdiction of incorporation) | 001-14765 (Commission File Number) | 251811499 (IRS Employer Identification No.) |
|---------------------------------------------------------------|---------------------------------------|------------------------------------------------|

44 Hersha Drive
Harrisburg, Pennsylvania 17102
(Address and zip code of principal executive offices)

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

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

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 8.00% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share (\$25.00 liquidation preference per share) | New York Stock Exchange |

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

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

Securities Act registration statement file number to which this form relates (if applicable): File No. 333-174029

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

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

A description of the 8.00% Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, \$0.01 par value per share (\$25.00 liquidation preference per share) of Hersha Hospitality Trust (the "Registrant") to be registered hereunder is contained in the section entitled "Description of Series B Preferred Shares" in the Registrant's prospectus supplement, dated May 11, 2011, as filed with the U.S. Securities and Exchange Commission on May 12, 2011 pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended, and under "Description of Shares of Beneficial Interest" in the accompanying prospectus, which descriptions are incorporated herein by reference.

Item 2. Exhibits.

Exhibit

| Exhibit No. | Description |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Amended and Restated Declaration of Trust of Hersha Hospitality Trust, as amended and supplemented (filed with the SEC as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed on May 10, 2010 and incorporated by reference herein). |
| 3.2* | Articles Supplementary to the Declaration of Trust of Hersha Hospitality Trust designating the 8.00% Series B Cumulative Redeemable Preferred Shares, \$0.01 par value per share. |
| 3.3 | Amended and Restated Bylaws of Hersha Hospitality Trust (filed with the SEC as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009, filed on March 5, 2010 and incorporated by reference herein). |
| * | Filed herewith. |

SIGNATURE

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

HERSHA HOSPITALITY TRUST

Date: May 17, 2011

By: /s/ Ashish R. Parikh
Name: Ashish R. Parikh
Title: Chief Financial Officer

Exhibit Index

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