

HENRY KEVIN A
Form 4
February 08, 2019

FORM 4

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

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

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENRY KEVIN A

(Last) (First) (Middle)

C/O EXTENDED STAY
AMERICA, INC., 11525 N.
COMMUNITY HOUSE ROAD,
SUITE 100

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Extended Stay America, Inc. [STAY]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Paired Shares ⁽¹⁾	02/07/2019		A ⁽²⁾		13,806	A	\$ 0	119,384	D	
Paired Shares ⁽¹⁾	02/07/2019		A ⁽³⁾		2,728	A	\$ 0	122,112	D	
Paired Shares ⁽¹⁾	02/07/2019		A ⁽⁴⁾		2,055	A	\$ 0	124,167	D	
Paired Shares ⁽¹⁾	02/07/2019		A ⁽⁵⁾		8,566	A	\$ 0	132,733	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENRY KEVIN A
C/O EXTENDED STAY AMERICA, INC.
11525 N. COMMUNITY HOUSE ROAD, SUITE 100
CHARLOTTE, NC 28277

See
Remarks

Signatures

/s/ Christopher Dekle, Attorney-in-Fact for Kevin A.
Henry

02/08/2019

Signature of Reporting Person

Date

Explanation of Responses:

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

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

- (1) Each Paired Share is comprised of one share of common stock, par value \$0.01 per share, of Extended Stay America, Inc. and one share of Class B common stock, par value \$0.01 per share, of ESH Hospitality, Inc., which shares are paired and traded as a single unit.

The reported transaction is an award of Restricted Stock Units in respect of Paired Shares. Subject to the reporting person's continued employment through the applicable vesting date, these Restricted Stock Units are scheduled to vest annually over a three-year period such

- (2) that one-third of the Restricted Stock Units will vest on each of February 7, 2020, February 7, 2021 and February 7, 2022. Vested Restricted Stock Units will be settled in Paired Shares on the March 15th next following the applicable vesting date (or, in any year when the 15th of March falls on a non-business day, the business day immediately prior to such date).

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- (3) The reported transaction is the vesting of performance-vesting Restricted Stock Units awarded on February 24, 2016, based on the achievement of a cumulative EBITDA target for the 2018 calendar year.
- (4) The reported transaction is the vesting of performance-vesting Restricted Stock Units awarded on February 21, 2017, based on the achievement of a cumulative EBITDA target for the 2018 calendar year.
- (5) The reported transaction is the vesting of performance-vesting Restricted Stock Units awarded on February 24, 2016, based on the achievement of a relative total shareholder return target for the period beginning on January 1, 2016 and ending on December 31, 2018.

Remarks:

Mr. Henry is the Executive Vice President and Chief Human Resources Officer of Extended Stay America, Inc.

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

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