

Xenia Hotels & Resorts, Inc.
 Form 4
 February 08, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

ORLANDO, FL 32801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Xenia Hotels & Resorts, Inc. [XHR]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/04/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/04/2016		M	8,530 A	14,476	D	
Common Stock	02/04/2016		F	2,570 D \$ 14.15	11,906	D	

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Share Units	<u>(1)</u>	02/04/2016		M	8,530	02/04/2016 ⁽²⁾ 02/04/2016 ⁽²⁾	Common Stock 8,530

Reporting Owners

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

Signatures

/s/ Marcel Verbaas as
Attorney-in-Fact

02/08/2016

__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 share unit represents the contingent right to receive one share of Common Stock. This transaction represents the settlement in shares of Common Stock of vested contingent share units issued under the Xenia Hotels & Resorts, Inc. 2014 Share Unit Plan (the "2014 Share Unit Plan").

(2) The remaining contingent share units vest and become payable in two equal annual installments beginning on February 4, 2017. The contingent share units will be settled in Common Stock or the cash equivalent thereof upon vesting, subject to earlier settlement upon termination of the Reporting Person's employment with the Issuer by the Reporting Person for Good Reason (as defined in the award agreement or the 2014 Share Unit Plan) or by the Issuer without Cause (as defined in the award agreement or the 2014 Share Unit Plan), and subject to earlier settlement in cash upon the Reporting Person's death or disability.

Remarks:

Executive Vice President, Chief Financial Officer and Treasurer

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

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