

principal executive offices)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

This Current Report on Form 8-K/A amends and supplements the Current Report on Form 8-K filed by Hersha Hospitality Trust (the “Company”) on May 5, 2016 (the “Original Filing”) disclosing the Company’s closing of the sale of seven premium limited service hotels located in Manhattan to a newly formed joint venture with Cindat Manhattan Hotel Portfolio (US) LLC (“Cindat”) to include historical financial statements and pro forma financial information, including an updated Unaudited Pro Forma Condensed Consolidated Balance Sheet as of March 31, 2016, required by Item 9.01 of Form 8-K. This Current Report on Form 8-K/A does not modify or update disclosures in the Original Filing other than as described above.

Item 9.01. Financial Statements and Exhibits

(b)Pro Forma Financial Information

See Exhibit 99.1 which contains an unaudited pro forma condensed consolidated balance sheet as of March 31, 2016, and an unaudited pro forma condensed consolidated statement of operations for the three months ended March 31, 2016 and for the year ended December 31, 2015. Such pro forma financial information is incorporated by reference herein.

(c)Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Unaudited Pro Forma Condensed Consolidated Balance Sheet as of March 31, 2016 |
| | Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet as of March 31, 2016 |
| | Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Three Months Ended March 31, 2016 |
| | Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Three Months Ended March 31, 2016 |
| | Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2015 |
| | Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2015 |

SIGNATURE

Pursuant to the requirements 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.

/s/ Ashish R. Parikh

HERSHA HOSPITALITY TRUST

Date: May 24, 2016 By: /s/ Ashish R. Parikh

Ashish R. Parikh

Chief Financial Officer

Exhibit Index

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|-------------|---|
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| | Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Three Months Ended March 31, 2016 |
| | Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Three Months Ended March 31, 2016 |
| | Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2015 |
| | Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2015 |