

LASALLE HOTEL PROPERTIES
Form DEFA14A
March 17, 2009

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

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

LaSalle Hotel Properties

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box.):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated, and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2), and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule, or registration statement no.:

(3) Filing party:

(4) Date filed:

On March 17, 2009, LaSalle Hotel Properties posted an investor presentation with its other proxy materials in connection with the 2009 Annual Meeting of Shareholders. The presentation can be viewed online at www.viewmaterial.com/LHO. A copy of the presentation is attached hereto.

2009 Equity Incentive Plan and
the Compensation Committee's
Compensation Philosophy

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*
*

1
The Equity Plan
The Equity Plan
The Board recommends approval of the 2009 Equity Incentive Plan as it is critical in hiring and
maintaining
high
quality
employees,
while
providing
alignment
of
management's
interest
with
those

of
shareholders

The 1998 Equity Incentive Plan expired in the second half of 2008, so no equity grants were made in 2008 for 2009 compensation

The
absence
of
an
equity
incentive
plan
will
require
an
increase
in
cash
payments
to
employees
to

maintain competitive pay structure, contrary to the Company's current financial plan to maximize financial liquidity

The 2009 Equity Incentive Plan would have 1.8 million shares or 6% Shareholder Value Transfer which is

consistent
with
similar
proposals
from
the
Company's
peer
group

The Company's historical 3-year average burn rate is .71%, significantly lower than the RiskMetrics Group's recommended

limit
of
2.05%

for
its
peer
group
(GIC
4040)

The annual increase in CEO compensation in 2008 from 2007 was more than 50% tied to performance based compensation, and

of
the
equity
grants
issued,
more
than
50%
were
performance
based
awards

(this does not include change in compensation related to the succession plan put in place by the Board in June 2008)

The plan does not allow for any re-pricing of options

The plan does not include a liberal definition of change in control

The
plan
places
an
individual
award
limit
of
500,000
shares
that
may
be
granted
during
any
one
fiscal
year

2
Historical Equity Grants
Historical Equity Grants
The company has been judicious in the award of equity compensation as reflected in its reasonable overhang, which is 5.92% on a fully diluted shares outstanding basis and 6.30% on basic shares outstanding basis.
The
Company's
run
rate
for
grant
activity
(1)
(including
grants

related
to
succession
planning)
has
been

less than 1% in each of the past three fiscal years:

(1) Grant activity does not include performance shares as none have been earned. The Company awarded 31,490 shares, 45,370 shares in 2006, 2007 and 2008 respectively.

The time based awards vest over a 3-5 year period

The performance based awards were based on a 3-year measurement period with additional vesting of 0-2 years after the awards were earned

The performance measurements for the performance awards historically have been:

40% based on total return performance versus the NAREIT Equity Index with the Company's performance in at least the top 60% to earn any shares

40% based on total return performance versus the Company's peer set (consisting of 6 competitors) with the Company's performance to be in at least the top 60% to earn any shares

20% based on the Company's total return performance with a Company total return performance over the 3-year measurement period of at least 22.5% to earn any shares

Full Value Awards granted

Shares Outstanding

Run Rate

Fiscal Year 2008

338,370

40,172,942

0.84%

Fiscal Year 2007

55,390

40,113,388

0.14%

Fiscal Year 2006

174,739

39,667,917

0.44%

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Company's Long-term Performance

Company's Long-term Performance

The Company was the top performing REIT of all REITs (over 100 REITS existed at that time) in 2004 regardless of sector based on total return for 2004

The Company had the highest total shareholder return versus its peers from the Company's IPO in 1998 through December 31, 2008

The Company had the highest total shareholder return versus its peers over the 5 year period ending December 31, 2008

The

Company

outperformed

both

S&P

500

and

NASDAQ

in

total

return

since

its

IPO

through December 31, 2008 and approximately the same as the Russell 2000

The Company had a total return above the average for its peers over the 3 year period ending December 31, 2008

The Company had a total return above the average for its peers over the year ending December 31, 2008

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Committee's Philosophy on Named Executive's Compensation

Committee's Philosophy on Named Executive's Compensation

Total compensation package should promote pay for performance and be competitive to attract and retain top-level executives

Equity compensation is critical in attracting and retaining superior executives and creating alignment of

their

interests

with

that

of

shareholders

Compensation package should be:

Payable over a longer period than one year

Depend on the Company's performance relative to other REITs

Depend on total compensation paid by REITs similar to the Company by size or by industry

Depend on total shareholder return

The majority of total compensation should be directly linked to relative performance basis and actual performance of the Company

Compensation and performance of executives should be evaluated on the basis of the Company's long-term performance in conjunction with current year performance

The Compensation Committee has the sole authority to hire or fire compensation consultants

Stock ownership guidelines

CEO -

5x salary

COO and CFO

3x salary

5
CEO Compensation
CEO Compensation
In 2006, the Committee had Towers Perrin prepare a report of CEO
compensation for
the
Company's
peers
and
other
REITS
of
similar
enterprise

value

and

make

package

structure recommendations

Target Compensation

Salary

24%

Target Bonus (can receive 0-200% of target)

24%

Performance based on FFO per share versus budget, FFO per share versus peers and

MBOs

Time-Based Stock Award

25%

Normal vesting over 3 years

Performance-Based Stock Award (can receive 0-200% of target)

27%

Performance based on total return versus REIT Equity Index, peers and absolute return
for the Company over a 3-year period

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Current CEO

Current CEO

Jon Bortz

has served as CEO for the Company since it went public in 1998

The

Board

and

Compensation

Committee

believe

that

Jon

Bortz

has

done

a

superior

job in directing the Company since it went public

Named CEO of the Year based on pay-for-performance in 2007 by HVS

Ranked

as

4

th

best

REIT

CEO

in
2007
out
of
all
REIT
CEOs
regardless
of
sector
by
Institutional Investor Magazine based on survey of REIT analysts
and investors
Member of the Executive Committee and Chair of the Audit Committee for the NAREIT
Board of Governors
Total target compensation has historically been below the mean and median
compensation
for
CEOs
of
hotel
REITs
based
on
NAREIT s
Annual
Compensation
Survey

7
Succession Plan
Succession Plan
In the second quarter of 2008, the Board and Compensation Committee put in place a succession
plan
in
light
of
Jon
Bortz's
desire
to
retire
from
his
current
role

of
CEO
The
Board
and
Compensation
Committee

believe
that
with
a
Company
of
less
than
30
employees

the CEO position is critical to the success of the Company and an orderly transition of the CEO role is an absolute necessity

The Board and the Compensation Committee had a strong desire to maintain continuity of the current management

team
and
to
have

a
successful
transition
of
the
role

of
CEO
to

Michael
Barnello, the COO of the Company since it went public in 1998

The Board and the Compensation Committee preferred to have a 2-year time period for the transition,

to
increase
the

preparation
of
Michael
Barnello

for
his
new
role

To
incent
and
pay
Jon
Bortz
to
remain
with
the
Company
through
the
transition
period,
the

Compensation Committee (with Board approval) increased his cash compensation and provided him a one-time additional equity grant of 100,000 shares

Though the mix of shares (75,000 time based and 25,000 performance based, both have 3-year cliff vesting requirement) related to the transition plan was a deviation from the normal policy of having more shares come from performance based shares, the Board and Compensation Committee believed it was prudent to provide the shares in this mix to provide better assurance that Jon Bortz remained with the Company through the transition period

Details of the transition plan and related compensation changes are provided in the Company's 2009 Proxy Statement and Current Reports on Form 8-K filed at the time the succession plan was put in place