

LASALLE HOTEL PROPERTIES
Form DEFA14A
April 14, 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 April 13, 2009, LaSalle Hotel Properties sent the following letter to Fidelity Investments, one of the Company's shareholders. This letter is hereby filed to the extent it may be deemed additional soliciting material within the meaning of the Securities Exchange Act of 1934, as amended. The letter can be viewed online at www.viewmaterial.com/LHO. A copy of the letter is attached hereto.

LaSalle Hotel Properties

3 Bethesda Metro Center

Suite 1200

Bethesda, Maryland 20814

April 13, 2009

Mr. Joseph Vitelli

Investment Proxy Research

Fidelity Investments

One Spartan Way TS1E

Merrimack, New Hampshire 03054

Dear Mr. Vitelli:

This letter is in response to your e-mail to LaSalle Hotel Properties (the "Company") dated March 27, 2009 regarding the Company's 2009 Equity Incentive Plan (the "Plan"). Capitalized terms used but not defined in this letter shall have the same meanings ascribed to them in the Plan.

Management of the Company will present the following amendments to the Plan within the next fiscal year to the Company's Board of Trustees.

- 1) An amendment to the Plan to provide that the exercise price of nonstatutory share options shall not be less than 100% of Fair Market Value on the date of grant.
- 2) An amendment to the Plan to provide that an Award will not accelerate, or vesting periods or other restrictions on Awards will not lapse or be waived, at the discretion of the Administrator except in the case of the death, disability or retirement of the recipient of such Award, or in the case of a Change in Control of the Company.
- 3) An amendment to the Plan that all tenure-based full value Awards will have a minimum three-year vesting period and all performance-based full value Awards will have a minimum one-year vesting period, *provided however*, that the Administrator may grant Awards equivalent to 10 percent of the Common Shares available under the Plan without application of such vesting conditions.
- 4) An amendment to the Plan that discretionary awards to non-management trustees of the Company will be administered by a committee of the Board of Trustees comprised of non-management trustees.
- 5) An amendment to the Plan to clarify that the Plan will require shareholder approval of any Plan amendment to the extent such approval is required by applicable law, regulation or exchange listing standard to give effect to such amendment.

We hope these proposed changes adequately address Fidelity's concerns, but please let me know if you have any questions or would like to discuss this matter further.

Sincerely,

/s/ Hans S. Weger
Hans S. Weger
Chief Financial Officer, Executive Vice President,
Treasurer and Secretary