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HERSHA HOSPITALITY TRUST

Form 8-K

April 22, 2004

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

April 20, 2004

Date of report (Date of Earliest Event Reported)

HERSHA HOSPITALITY TRUST
(Exact name of Registrant as specified in Its Charter)

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|---|---|--|
| ----- MARYLAND ----- (State or other jurisdiction of incorporation) | ----- 001-14765 ----- (Commission File Number) | ----- 251811499 ----- (I.R.S. Employer Identification No.) |
|---|---|--|

148 SHERATON DRIVE, BOX A, NEW CUMBERLAND, PENNSYLVANIA 17070

(Address of principal executive offices and zip code)

(717) 770-2405

Registrant's telephone number, including area code

ITEM 4. Changes to Registrant's Certifying Accountants.

On April 20, 2004, Hersha Hospitality Trust (the "Company") dismissed its independent accountants for the 2003 fiscal year, Reznick Fedder & Silverman, CPAs, PC ("Reznick Fedder & Silverman"), and engaged as its new independent accountants for the 2004 fiscal year, KPMG LLP ("KPMG") effective immediately. The determination to dismiss Reznick Fedder & Silverman and engage KPMG was approved by the Company's Board of Trustees upon the recommendation of its Audit Committee. The Company engaged Reznick Fedder & Silverman on April 5, 2003, and they served as the Company's accountants for one fiscal year.

During the Company's most recent fiscal year ended December 31, 2003, and the subsequent interim period through April 20, 2004, there were no

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disagreements between the Company and Reznick Fedder & Silverman on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to Reznick Fedder & Silverman's satisfaction, would have caused them to make reference to the subject matter of the disagreement in connection with their report.

None of the reportable events described under Item 304(a)(1)(v) of Regulation S-K occurred within the Company's two most recent fiscal years and the subsequent interim period through April 20, 2004.

The audit report of Reznick Fedder & Silverman on the consolidated financial statements of the Company and its subsidiaries as of and for the fiscal year ended December 31, 2003 did not contain any adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principles. A letter from Reznick Fedder & Silverman is attached as Exhibit 16.1.

During the Company's two most recent fiscal years ended December 31, 2003 and 2002, and the subsequent interim period through April 20, 2004, the Company did not consult with KPMG regarding any of the matters or events set forth in Item 304(a)(2)(i) and (ii) of Regulation S-K.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

Number Exhibit

16.1 Letter of Reznick Fedder & Silverman regarding change in certifying accountant

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 hereunto duly authorized.

HERSHA HOSPITALITY TRUST

Date: April 21, 2004

By: /s/ Ashish R. Parikh

Ashish R. Parikh
Chief Financial Officer

LIST OF EXHIBITS

16.1 Letter of Reznick Fedder & Silverman regarding change in certifying accountant.