

Red Lion Hotels CORP  
Form S-3/A  
November 18, 2016

**As filed with the Securities and Exchange Commission on November 18, 2016**

**Registration No. 333-212790**

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

**Amendment No. 2**

**to**

**Form S-3**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**RED LION HOTELS CORPORATION**

**(Exact Name of Registrant as Specified in Its Charter)**

**Washington**  
**(State or other jurisdiction of**

**91-1032187**  
**(I.R.S. Employer**

**incorporation or organization)** **Identification Number)**  
**201 W. North River Drive, Suite 100**

**Spokane, Washington 99201**

**(509) 459-6100**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

**Gregory T. Mount**

**President and Chief Executive Officer**

**201 W. North River Drive, Suite 100**

**Spokane, Washington 99201**

**(509) 459-6100**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copy to:*

**Frank C. Woodruff**

**Erin Joyce Letey**

**Riddell Williams P.S.**

**1001 Fourth Avenue, Suite 4500**

**Seattle, WA 98154**

**Telephone: (206) 624-3600**

**Facsimile: (206) 389-1708**

**Approximate date of commencement of proposed sale to the public:** From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**EXPLANATORY NOTE**

This Amendment No. 2 (this Amendment ) to the Registration Statement on Form S-3 (File No. 333-212790) (the Registration Statement ) of Red Lion Hotels Corporation is being filed solely for the purpose of filing a revised Consent of Independent Registered Public Accounting Firm as Exhibit 23.2 of Item 16 of Part II. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16. Exhibits, the signature page of the Registration Statement, the Exhibit Index and Exhibit 23.2. The prospectus and the balance of Part II of the Registration Statement are unchanged and have been omitted.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

The attached Exhibit Index is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe it meets all the requirements for filing on Form S-3 and has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Spokane, State of Washington, on November 18, 2016.

**RED LION HOTELS CORPORATION**

By: /s/ Gregory T. Mount  
Gregory T. Mount

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Gregory T. Mount	President, Chief Executive Officer and Director (Principal Executive Officer)	November 18, 2016
Gregory T. Mount		
/s/ David M. Wright	Vice President of Accounting, Tax & External Reporting, Interim Chief Financial Officer (Principal Financial and Accounting Officer)	November 18, 2016
David M. Wright		
*	Chairman of the Board of Directors	November 18, 2016
Robert G. Wolfe		
*	Director	November 18, 2016
Raymond R. Brandstrom		
*	Director	November 18, 2016
James P. Evans		
*	Director	November 18, 2016
Enrico Marini Fichera		
*	Director	November 18, 2016
David J. Johnson		
*	Director	November 18, 2016
Melvin L. Keating		

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	*	Director	November 18, 2016
Michael Vernon			
	*	Director	November 18, 2016
Alexander Washburn			

- \* Gregory T. Mount hereby signs this Amendment No. 2 to the Registration Statement on behalf of each of the indicated persons for whom he is attorney-in-fact pursuant to the power of attorney filed as an exhibit to the Registration Statement.

By /s/ Gregory T. Mount  
Gregory T. Mount

Attorney-in-Fact

Dated: November 18, 2016

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.1**	Form of Underwriting Agreement with respect to Debt Securities
1.2**	Form of Underwriting Agreement with respect to Common Stock
1.3**	Form of Underwriting Agreement with respect to Preferred Stock
1.4**	Form of Underwriting Agreement with respect to Warrants
1.5**	Form of Underwriting Agreement with respect to Units
3.1	Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.2 in the Current Report on Form 8-K (Commission File No. 001-13957) filed on May 25, 2011)
3.2	Amended and Restated By-Laws (incorporated by reference to Exhibit 3.1 in the Current Report on Form 8-K (Commission File No. 001-13957) filed on August 12, 2013)
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 in the Form S-3/A (Commission File No. 333-133287) filed on May 15, 2006)
4.2**	Form of Preferred Stock Certificate
4.3**	Form of Debt Security
4.4**	Form of Debt Warrant
4.5**	Form of Equity Warrant
4.6**	Form of Unit
4.7*	Form of Indenture, between us and one or more trustees to be named
5*	Opinion of Riddell Williams P.S.
12.1*	Statement of Computation of Ratios
23.1*	Consent of Riddell Williams P.S. (included in Exhibit 5)
23.2	Consent of Independent Registered Public Accounting Firm
24*	Power of Attorney
25.1****	Statement of Eligibility of Trustee on Form T-1

\* Previously filed.

\*\* To be filed by amendment or by a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

\*\*\* To be filed in accordance with the requirements of Section 305(b)(2) of the Trust Indenture Act of 1939, as amended, under electronic form type 305B2.