

Pebblebrook Hotel Trust
Form FWP
March 08, 2011

Dated March 8, 2011
Filed Pursuant to Rule 433
Registration Statement No. 333-171469
Relating to Preliminary Prospectus Supplement
Dated March 7, 2011 to Prospectus Dated January 11, 2011

PEBBLEBROOK HOTEL TRUST
7.875% Series A Cumulative Redeemable Preferred Shares
(Liquidation Preference \$25.00 per share)
FINAL PRICING TERMS

| | |
|------------------------------------|---|
| Issuer: | Pebblebrook Hotel Trust |
| Title of Shares: | 7.875% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest |
| Number of Shares: | 5,000,000 shares |
| Overallotment Option: | None |
| Maturity: | Perpetual (unless redeemed by the Issuer on or after March 11, 2016 or pursuant to its optional redemption right or converted by an investor in connection with certain changes of control) |
| Trade Date: | March 8, 2011 |
| Settlement Date: | March 11, 2011 (T+3) |
| Distribution Rate: | 7.875% per annum of the \$25.00 liquidation preference (equivalent to \$1.96875 per annum per share) |
| Distribution Payment Dates: | January 15, April 15, July 15 and October 15, commencing April 15, 2011 |
| Conversion Rights: | Upon the occurrence of a Change of Control, investors will have the right (unless, prior to the Change of Control Conversion Date, the Issuer has provided or provides notice of its election to redeem their Series A Preferred Shares) to convert some or all of their Series A Preferred Shares (the Change of Control Conversion Right) into a number of the Issuer's common shares of beneficial interest, par value \$0.01 per share, per Series A Preferred Share to be converted equal to the lesser of: the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accrued and unpaid distributions to, but not including, |

the Change of Control Conversion Date (unless the Change of Control Conversion Date is after a record date for a Series A Preferred Share distribution payment and prior to the corresponding Series A Preferred Share distribution payment date, in which case no additional amount for such accrued and unpaid distribution will be included in this sum) by (ii) the Common Share Price; and

2.3234 (the Share Cap), subject to certain adjustments;

subject, in each case, to provisions for the receipt of alternative consideration, as described in the preliminary prospectus supplement.

If the Issuer has provided or provides a redemption notice, whether pursuant to the Issuer's special optional redemption right in connection with a Change of Control or the Issuer's optional redemption right, investors will not have any right to convert their Series A Preferred Shares in connection with the Change of Control Conversion Right and any Series A Preferred Shares subsequently selected for redemption that have been tendered for conversion will be redeemed on the related date of redemption instead of converted on the Change of Control Conversion Date.

A Change of Control is when, after the original issuance of the Series A Preferred Shares, the following have occurred and are continuing:

the acquisition by any person, including any syndicate or group deemed to be a person under Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of shares of the Issuer entitling that person to exercise more than 50% of the total voting power of all shares of the Issuer entitled to vote generally in elections of trustees (except that such person will be deemed to have beneficial ownership of all securities that such person has the right to acquire, whether such right is currently exercisable or is exercisable only upon the occurrence of a subsequent condition); and following the closing of any transaction referred to in the bullet above, neither the Issuer nor the acquiring or surviving entity has a class of common securities (or American Depositary Receipts representing such securities) listed on the New York Stock Exchange, the NYSE Amex Equities or the NASDAQ Stock Market or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE Amex or NASDAQ.

The Change of Control Conversion Date will be a business day that is no fewer than 20 days nor more than 35 days after the date on which the Issuer provides the required notice of the occurrence of a Change of Control to the holders of Series A Preferred Shares.

The Common Share Price will be: (i) the amount of cash consideration per common share, if the consideration to be received in the Change of Control by holders of the Issuer's common shares is solely cash; and (ii) the average of the closing prices for the Issuer's common shares on the New York Stock Exchange for the 10 consecutive trading days immediately preceding, but not including, the effective date of the Change of Control, if the consideration to be received in the Change of Control by holders of the Issuer's common shares is other than solely cash.

2

| | |
|--|---|
| Optional Redemption: | On and after March 11, 2016, the Issuer may, at its option, redeem the Series A Preferred Shares, in whole or from time to time in part, by paying \$25.00 per share, plus any accrued and unpaid distributions to, but not including, the date of redemption (subject to the special optional redemption right described below). |
| Special Optional Redemption: | Upon the occurrence of a Change of Control, the Issuer may, at its option, redeem the Series A Preferred Shares, in whole or in part and within 120 days after the first date on which such Change of Control occurred, by paying \$25.00 per share, plus any accrued and unpaid dividends to, but not including, the date of redemption. If, prior to the Change of Control Conversion Date, the Issuer has provided or provides notice of redemption with respect to the Series A Preferred Shares (whether pursuant to the Issuer's optional redemption right or its special optional redemption right), investors will not have the conversion right described above. |
| Yield: | 7.875% |
| Public Offering Price: | \$25.00 per share |
| Purchase Price by Underwriters: | \$24.2125 per share |
| Net Proceeds (before expenses): | \$121,062,500 |
| Underwriting Discount: | \$3,937,500 |
| Joint Book-Running Managers: | Wells Fargo Securities, LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Raymond James & Associates, Inc. |
| Senior Co-Managers: | Citigroup Global Markets Inc. RBC Capital Markets, LLC |
| Co-Managers: | Robert W. Baird & Co. Incorporated Janney Montgomery Scott LLC Morgan Keegan & Company, Inc. |
| Listing/Symbol: | NYSE / PEBPrA |
| ISIN: | US70509V2097 |
| CUSIP: | 70509V209 |

Edgar Filing: Pebblebrook Hotel Trust - Form FWP

The issuer has filed a registration statement (including a prospectus dated January 11, 2011 and a preliminary prospectus supplement dated March 7, 2011) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the related preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and preliminary prospectus supplement if you request it by calling Wells Fargo Securities, LLC toll-free at 1-800-326-5897, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Raymond James & Associates, Inc. toll-free at 1-800-248-8863.