

Extended Stay America, Inc.  
Form S-8 POS  
November 27, 2013

As filed with the Securities and Exchange Commission on November 27, 2013

Registration No. 333-192495

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**Form S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Extended Stay America, Inc.**

**ESH Hospitality, Inc.**

**(Exact name of registrant as specified in its charter)**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**

**Delaware**  
**(State or other jurisdiction of**

**incorporation or organization)**

**incorporation or organization)**

**46-3140312  
(I.R.S. Employer**

**27-3559821  
(I.R.S. Employer**

**Identification Number)**

**Identification Number)**

**11525 N. Community House Road, Suite 100**

**Charlotte, North Carolina 28277**

**(980) 345-1600**

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

**Extended Stay America, Inc. 2013 Long-Term Incentive Plan**

**ESH Hospitality, Inc. 2013 Long-Term Incentive Plan**

**Ross W. McCanless, Esq.**

**Chief Legal Officer**

**11525 N. Community House Road, Suite 100**

**Charlotte, North Carolina 28277**

**(980) 345-1600**

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

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 Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**EXPLANATORY NOTE**

Extended Stay America, Inc. and ESH Hospitality, Inc. (together, the Registrants ) hereby amend the Registration Statement on Form S-8 (Registration No. 333-192495) originally filed on November 22, 2013 (the Original Registration Statement ) by filing this Post-Effective Amendment No. 1. The sole purpose of this Post-Effective Amendment No. 1 is to amend and restate Item 3 of Part II of the Original Registration Statement in its entirety in order to include a filing which was erroneously not included in the Original Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents, which have been filed with the SEC by the Registrants, are incorporated by reference in this Registration Statement:

- (a) The Registrants Form S-1 (File No. 333-190052, with respect to the Company, and File No. 333-190052-01, with respect to ESH REIT), first filed with the SEC under the Securities Act on July 22, 2013, as amended (the S-1 Registration Statement ) and the Registrants related prospectus dated November 12, 2013.
- (b) The Registrants Current Report on Form 8-K filed with the SEC on November 18, 2013.
- (c) The description of the Company Common Stock and ESH REIT Class B Common Stock which are attached and trade together as Shares, and which are registered under Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), contained in the Registration Statement on Form 8-A (File No. 001-36190, with respect to the Company,

and File No. 001-36191, with respect to ESH REIT) filed by the Registrants with the SEC on November 12, 2013, which incorporates by reference the description of Shares contained in the S-1 Registration Statement under the heading "Description of Our Capital Stock" including any amendment or report filed for the purposes of updating such description.

- (d) In addition, all documents filed by the Registrants pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the effective date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

**Item 8. Exhibits**

**Exhibit**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 24.1          | Power of Attorney (incorporated by reference from the signature page of the Original Registration Statement). |
| 24.2          | Power of Attorney (incorporated by reference from the signature page of the Original Registration Statement). |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Extended Stay America, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Charlotte, State of North Carolina, on the 27<sup>th</sup> day of November, 2013.

EXTENDED STAY AMERICA, INC.

By: /s/ ROSS W. MCCANLESS  
 Ross W. McCanless  
 Chief Legal Officer and General Counsel

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>        | <b>Title</b>   | <b>Date</b>          |
|-------------------------|--|----------------------|
| *<br>James L. Donald    | Chief Executive Officer and Director (Principal Executive Officer)   | November 27,<br>2013 |
| *<br>Peter J. Crage     | Chief Financial Officer (Principal Financial and Accounting Officer) | November 27,<br>2013 |
| *<br>Douglas G. Geoga   | Director   | November 27,<br>2013 |
| *<br>William Kussell    | Director   | November 27,<br>2013 |
| *<br>Richard F. Wallman | Director   | November 27,<br>2013 |
| *<br>A.J. Agarwal       | Director   | November 27,<br>2013 |
| *<br>Michael Barr       | Director   | November 27,<br>2013 |
| *<br>William D. Rahm    | Director   | November 27,<br>2013 |

\*By: /s/ ROSS W. McCANLESS  
Ross W. McCanless  
Attorney-in-Fact



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, ESH Hospitality, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Charlotte, State of North Carolina, on the 27<sup>th</sup> day of November, 2013.

ESH HOSPITALITY, INC.

By: /s/ ROSS W. MCCANLESS  
 Ross W. McCanless  
 Chief Legal Officer

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>        | <b>Title</b>   | <b>Date</b>       |
|-------------------------|--|-------------------|
| *<br>James L. Donald    | Chief Executive Officer (Principal Executive Officer)                | November 27, 2013 |
| *<br>Peter J. Crage     | Chief Financial Officer (Principal Financial and Accounting Officer) | November 27, 2013 |
| *<br>Douglas G. Geoga   | Director   | November 27, 2013 |
| *<br>Richard F. Wallman | Director   | November 27, 2013 |
| *<br>Chris Daniello     | Director   | November 27, 2013 |
| *<br>Kevin Dinnie       | Director   | November 27, 2013 |
| *<br>Ty Wallach         | Director   | November 27, 2013 |

\*By: /s/ ROSS W. McCANLESS  
Ross W. McCanless  
Attorney-in-Fact

INDEX TO EXHIBITS

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