

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
HOSPITALITY INVESTORS TRUST, INC.		80-0943668	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
EDWARD HOGANSON	(571) 529-6390	EHOGANSON@HITREIT.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
3950 UNIVERSITY DRIVE, SUITE 301		FAIRFAX, VA 22030	
8 Date of action		9 Classification and description	
VARIOUS		COMMON STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ HOSPITALITY INVESTORS TRUST, INC. ("TAXPAYER") MADE STOCK DISTRIBUTIONS TO ITS SHAREHOLDERS ON JANUARY 2, 2017 AND FEBRUARY 1, 2017.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE STOCK DISTRIBUTIONS MADE ON JANUARY 2, 2017 AND FEBRUARY 1, 2017 REQUIRE AN ALLOCATION OF EACH SHAREHOLDER'S TAX BASIS IN THE ORIGINAL SHARES AMONG THE TOTAL SHARES HELD AFTER THE TRANSACTION. THIS ALLOCATION IS MADE IN PROPORTION TO THE FAIR MARKET VALUES OF THE OLD STOCK AND THE NEW STOCK ON THE DATE OF THE STOCK DISTRIBUTION.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE NET ASSET VALUATION FOR THE STOCK IN JANUARY AND FEBRUARY 2017, BASED ON THE NAV CALCULATED AS OF MARCH 2016, IS \$21.48.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SEC. 305 AND 307

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THESE ACTIONS ARE EFFECTIVE ON THE DATE OF DISTRIBUTIONS IDENTIFIED ABOVE.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ *Edward T. Hoggan* Date ▶ 3/13/2018

Print your name ▶ EDWARD HOGANSON Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>DAVID M. VOSS</u>	<u><i>DM Voss</i></u>	<u>03/12/2018</u>		<u>P00642348</u>
	Firm's name ▶ <u>PRICEWATERHOUSECOOPERS LLP</u>	Firm's EIN ▶ <u>13-4008324</u>			
	Firm's address ▶ <u>300 MADISON AVENUE, NEW YORK, NY 10017</u>	Phone no. (<u>646</u>) <u>471-3000</u>			