

Extended Stay America, Inc.
Form 4
November 22, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Centerbridge Credit Partners, L.P.

2. Issuer Name and Ticker or Trading Symbol
Extended Stay America, Inc. [STAY]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
375 PARK AVENUE, 12TH FLOOR,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10152

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Paired Shares	11/18/2016		S ⁽¹³⁾	922,915 D \$ 14.76	6,111,630	I	See Footnotes (1) (2) (9) (10) (11) (12)
Paired Shares	11/18/2016		S ⁽¹³⁾	1,130,915 D \$ 14.76	7,489,023	I	See Footnotes (1) (3) (9) (10) (11) (12)
Paired Shares	11/18/2016		S ⁽¹³⁾	396,170 D \$ 14.76	2,623,476	I	See Footnotes (1) (4) (9) (10) (11) (12)

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Paired Shares	11/18/2016	S ⁽¹³⁾	1,070,758	D	\$ 14.76	7,935,938	I	See Footnotes (1) (5) (9) (10) (11) (12)
Paired Shares	11/18/2016	S ⁽¹³⁾	1,070,360	D	\$ 14.76	7,932,978	I	See Footnotes (1) (6) (9) (10) (11) (12)
Paired Shares	11/18/2016	S ⁽¹³⁾	75,877	D	\$ 14.76	527,204	I	See Footnotes (1) (7) (9) (10) (11) (12)
Paired Shares	11/18/2016	S ⁽¹³⁾	8,005	D	\$ 14.76	53,009	I	See Footnotes (1) (8) (9) (10) (11) (12)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Centerbridge Credit Partners, L.P.
375 PARK AVENUE, 12TH FLOOR

X

NEW YORK, NY 10152

Centerbridge Credit Partners TE Intermediate I, L.P.
375 PARK AVENUE, 12TH FLOOR X
NEW YORK, NY 10152

Centerbridge Credit Partners Offshore Intermediate III, L.P.
375 PARK AVENUE, 12TH FLOOR X
NEW YORK, NY 10152

Centerbridge Capital Partners AIV VI-A, L.P.
375 PARK AVENUE, 12TH FLOOR X
NEW YORK, NY 10152

Centerbridge Capital Partners AIV VI-B, L.P.
375 PARK AVENUE, 12TH FLOOR X
NEW YORK, NY 10152

Centerbridge Capital Partners Strategic AIV I, L.P.
375 PARK AVENUE, 12TH FLOOR X
NEW YORK, NY 10152

Centerbridge Capital Partners SBS, L.P.
375 PARK AVENUE, 12TH FLOOR X
NEW YORK, NY 10152

CCP SBS GP, LLC
375 PARK AVENUE, 12TH FLOOR X
NEW YORK, NY 10152

Signatures

Centerbridge Credit Partners, L.P.; By: Centerbridge Credit Partners General Partner, L.P., its general partner; By: Centerbridge Credit Cayman GP Ltd., its general partner; By: /s/ Susanne V. Clark, Authorized Signatory 11/22/2016

--Signature of Reporting Person Date

Centerbridge Credit Partners TE Intermediate I, L.P.; By: Centerbridge Credit Partners General Partner, L.P., its general partner; By: Centerbridge Credit Cayman GP Ltd., its general partner; By: /s/ Susanne V. Clark, Authorized Signatory 11/22/2016

--Signature of Reporting Person Date

Centerbridge Credit Partners Offshore Intermediate III, L.P.; By: Centerbridge Credit Partners Offshore General Partner, L.P., its general partner; By: Centerbridge Credit Cayman GP Ltd., its general partner; By: /s/ Susanne V. Clark, Authorized Signatory 11/22/2016

--Signature of Reporting Person Date

Centerbridge Capital Partners AIV VI-A, L.P.; By: Centerbridge Associates, L.P., its general partner; By: Centerbridge Cayman GP Ltd., its general partner; By: /s/ Susanne V. Clark, Authorized Signatory 11/22/2016

--Signature of Reporting Person Date

Centerbridge Capital Partners AIV VI-B, L.P.; By: Centerbridge Associates, L.P., its general partner; By: Centerbridge Cayman GP Ltd., its general partner; By: /s/ Susanne V. Clark, Authorized Signatory 11/22/2016

--Signature of Reporting Person Date

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Centerbridge Capital Partners Strategic AIV I, L.P.; By: Centerbridge Associates, L.P., its general partner; By: Centerbridge Cayman GP Ltd., its general partner; By: /s/ Susanne V. Clark, Authorized Signatory	11/22/2016
__Signature of Reporting Person	Date
Centerbridge Capital Partners SBS, L.P.; By: CCP SBS GP, LLC, its general partner; By: /s/ Susanne V. Clark, Authorized Signatory	11/22/2016
__Signature of Reporting Person	Date
CCP SBS GP, LLC; By: /s/ Susanne V. Clark, Authorized Signatory	11/22/2016
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) A Form 4 reflecting the holdings of Paired Shares by the Reporting Persons shown on this Form 4 has been concurrently filed with respect to ESH Hospitality, Inc. as issuer.
- (2) These Paired Shares are directly held by Centerbridge Credit Partners, L.P.
- (3) These Paired Shares are directly held by Centerbridge Credit Partners TE Intermediate I, L.P.
- (4) These Paired Shares are directly held by Centerbridge Credit Partners Offshore Intermediate III, L.P.
- (5) These Paired Shares are directly held by Centerbridge Capital Partners AIV VI-A, L.P.
- (6) These Paired Shares are directly held by Centerbridge Capital Partners AIV VI-B, L.P.
- (7) These Paired Shares are directly held by Centerbridge Capital Partners Strategic AIV I, L.P.
- (8) 8. These Paired Shares are directly held by Centerbridge Capital Partners SBS, L.P.
- Centerbridge Credit Partners General Partner, L.P. is the general partner of Centerbridge Credit Partners, L.P. and Centerbridge Credit Partners TE Intermediate I, L.P. Centerbridge Credit Partners Offshore General Partner, L.P. is the general partner of Centerbridge Credit Partners Offshore Intermediate III, L.P. Centerbridge Credit Cayman GP Ltd. is the general partner of Centerbridge Credit Partners General Partner, L.P. and Centerbridge Credit Partners Offshore General Partner, L.P. Centerbridge Associates, L.P. is the general partner of Centerbridge Capital Partners AIV VI-A, L.P., Centerbridge Capital Partners AIV VI-B, L.P. and Centerbridge Capital Partners Strategic AIV I, L.P. Centerbridge Cayman GP Ltd. is the general partner of Centerbridge Associates, L.P. CCP SBS GP, LLC is the general partner of Centerbridge Capital Partners SBS, L.P. (continued in Footnote 10)
- (9) (continued from Footnote 9) Jeffrey H. Aronson and Mark T. Gallogly, the managing members of CCP SBS GP, LLC and the directors of Centerbridge Credit Cayman GP Ltd. and Centerbridge Cayman GP Ltd., share the power to vote and invest the Paired Shares and shares of voting preferred stock held by Centerbridge Credit Partners, L.P., Centerbridge Credit Partners TE Intermediate I, L.P., Centerbridge Credit Partners Offshore Intermediate III, L.P., Centerbridge Capital Partners AIV VI-A, L.P., Centerbridge Capital Partners AIV VI-B, L.P., Centerbridge Capital Partners Strategic AIV I, L.P. and Centerbridge Capital Partners SBS, L.P. (continued in Footnote 11)
- (10) (continued from Footnote 10) Each of the Centerbridge entities (other than the Centerbridge entities that directly hold Paired Shares to the extent of their direct holdings) and Messrs. Gallogly and Aronson may be deemed to beneficially own the Paired Shares and shares of Preferred Stock beneficially owned by such direct holders directly or indirectly controlled by it or him, but each disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (11) Due to the limitations of the Securities and Exchange Commission's EDGAR system, Centerbridge Credit Partners General Partner, L.P., Centerbridge Credit Cayman GP Ltd., Centerbridge Credit Partners Offshore General Partner, L.P., Centerbridge Credit Cayman GP Ltd., Centerbridge Associates, L.P. and Centerbridge Cayman GP Ltd. have filed a separate Form 4.
- (13) The Reporting Persons, as selling shareholders, sold Paired Shares in the aggregate amounts shown in the table above concurrently in (a) a secondary offering of Paired Shares by certain selling shareholders in an underwritten offering pursuant to an underwriting agreement (the "Underwriting Agreement") and prospectus supplement, each dated November 14, 2016, and (b) a share repurchase by Extended Stay America, Inc. and ESH Hospitality, Inc. pursuant to a share repurchase agreement (the "Share Repurchase Agreement"), dated

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November 13, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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