

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

INNSUITES HOSPITALITY TRUST

CIK:[82473](#) | IRS No.: [346647590](#) | State of Incorporation: **OH** | Fiscal Year End: **0131**
Type: **8-K** | Act: **34** | File No.: [001-07062](#) | Film No.: [13528375](#)
SIC: **6798** Real estate investment trusts

Mailing Address
*925 EUCLID AVENUE
SUITE 1750
CLEVELAND OH 44115*

Business Address
*INNSUITES HOTELS
CENTRE
1625 E NORTHERN AVE STE
201
PHOENIX AZ 85020
2166220046*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 8, 2013

INNSUITES HOSPITALITY TRUST

(Exact Name of Registrant as Specified in Charter)

Ohio

(State or Other Jurisdiction
of Incorporation)

001-07062

(Commission
File Number)

34-6647590

(IRS Employer
Identification No.)

InnSuites Hotels Centre, 1625 E. Northern Avenue,
Suite 105, Phoenix, Arizona

(Address of Principal Executive Offices)

85020

(Zip Code)

Registrant's telephone number, including area code (602) 944-1500

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 8, 2013, InnSuites Hospitality Trust (the “Trust”) received a letter from the NYSE MKT LLC (f/k/a AMEX) (the “NYSE MKT”) informing the Trust that the staff of the NYSE MKT’s Corporate Compliance Department has determined that the Trust is not in compliance with Section 1003(a)(ii) of the NYSE MKT Company Guide due to the Trust having stockholders’ equity of less than \$4.0 million and net losses in three of its four most recent fiscal years.

The NYSE MKT’s letter informed the Trust that, to maintain its listing, it must submit a plan of compliance by February 7, 2013, addressing how it intends to regain compliance with the NYSE MKT’s continued listing standards by January 31, 2014 (the “Plan Period”). The NYSE MKT’s letter provides that if the plan submitted by the Trust is accepted by the NYSE MKT, the Trust may be able to continue its listing during the Plan Period, during which time it will be subject to periodic review to determine whether it is making progress consistent with the Trust’s plan.

The Trust has been monitoring its stockholders’ equity and reviewing potential actions that can be taken to increase its stockholders’ equity to maintain compliance with the NYSE MKT’s listing standards. The Trust intends to submit a proposed plan of compliance to the NYSE MKT by the deadline of February 7, 2013.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

After more than 12 years of service, Mr. Anthony Waters, Chief Financial Officer and Chief Technology Officer of the Trust, notified the Trust on January 9, 2013 of his intention to retire effective immediately. Mr. Waters has served as Chief Financial Officer of the Trust since February 25, 2000.

A copy of the press release announcing Mr. Waters’ retirement and the receipt of a non-compliance letter from the NYSE MKT is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of InnSuites Hospitality Trust, dated January 14, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

InnSuites Hospitality Trust

By: /s/ Pamela J. Barnhill

Pamela J. Barnhill

President and Chief Operating Officer

Date: January 14, 2013

NEWS BULLETIN
FROM
INNSUITES HOSPITALITY TRUST
NYSE MKT: IHT
FISCAL 2013

RE:INNSUITES HOSPITALITY TRUST
INNSUITES HOTEL CENTRE
1625 E. NORTHERN AVENUE, #105
Phoenix, Arizona 85020
Phone: 602-944-1500

FOR FURTHER INFORMATION:

Marc Berg, Executive Vice President
602-944-1500
email: mberg@innsuites.com

**INNSUITES HOSPITALITY TRUST (IHT) DECLARES ANNUAL DIVIDEND OF \$0.01 PER SHARE;
IHT RECEIVES NOTICE FROM NYSE MKT;
IHT ANNOUNCES RETIREMENT OF CHIEF FINANCIAL OFFICER**

Dividends

Phoenix, Arizona, January 14, 2013 – On January 11, 2013, InnSuites Hospitality Trust (the “Trust”) declared a dividend of \$0.01 per share payable on January 31, 2013 to shareholders of record as of January 23, 2013. The Trust has consistently paid dividends without interruption each year since the formation of the Trust in 1971.

NYSE MKT Notice

On January 8, 2013, the Trust received a letter from the NYSE MKT LLC informing the Trust that the staff of the NYSE MKT’s Corporate Compliance Department has determined that the Trust is not in compliance with Section 1003(a)(ii) of the NYSE MKT Company Guide due to the Trust having stockholder’s equity of less than \$4.0 million and reported net losses in three of its four most recent fiscal years.

The NYSE MKT’s letter informed the Trust that, to maintain its listing, it must submit a plan of compliance by February 7, 2013, addressing how it intends to regain compliance with the NYSE MKT’s continued listing standards by the end of its fiscal year, January 31, 2014 (the “plan period”). The NYSE MKT’s letter provides that if the plan submitted by the Trust is accepted by the NYSE MKT, the Trust may be able to continue its listing during the plan period, during which time it will be subject to periodic review to determine whether it is making progress consistent with the Trust’s plan.

The Trust has been monitoring its stockholders’ equity and reviewing potential actions that can be taken to increase its stockholders’ equity and reviewing potential actions that can be taken to increase its stockholders’ equity to maintain compliance with the NYSE MKT’s listing standards. The Trust intends to submit a proposed plan of compliance to the NYSE MKT by the deadline of February 7, 2013. Due to approximately \$1.8 million of annual non-cash depreciation expense, the Trust’s equity has been reduced, partially offset by operating gains and Trust minority hotel sales.

CFO Retirement

The Trust announces the retirement of Mr. Anthony Waters who has served as Chief Financial Officer of the Trust since February 25, 2000.

The matters discussed in this news release may include “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements, including the Trust’s ability to pay dividends, are not guarantees of future performance due to numerous risks and uncertainties and are described in greater detail in our filings with the Securities and Exchange Commission. We can give no assurance that our expectations will be attained.

For more information visit www.innsuitestrust.com or www.sec.gov.