

Item 2.02

Results of Operations and Financial Condition

On March 2, 2006, Hersha Hospitality Trust issued a press release announcing results of operations for the quarter and year ending December 31, 2005. A copy of that press release is attached hereto as Exhibit 99.1.

The information in this report shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation by reference language contained therein, except as shall be expressly set forth by specific reference in such filing.

Item 9.01

Financial Statements and Exhibits

(c)

Exhibits.

99.1

Press release dated March 2, 2006.

SIGNATURE

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 thereunto duly authorized.

HERSHA HOSPITALITY TRUST

Date: March 3, 2006

By: /s/Ashish R. Parikh
Ashish R. Parikh
Chief Financial Officer