

CHINA LODGING GROUP, LTD

FORM 6-K (Report of Foreign Issuer)

Filed 10/27/17 for the Period Ending 10/31/17

Telephone	(86) 21 6195-2011
CIK	0001483994
Symbol	HTHT
SIC Code	7011 - Hotels and Motels
Industry	Hotels, Motels & Cruise Lines
Sector	Consumer Cyclical
Fiscal Year	12/31

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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the Month of October 2017

Commission File Number: 001-34656

China Lodging Group, Limited

(Translation of registrant's name into English)

No. 2266 Hongqiao Road

Changning District

Shanghai 200336

People's Republic of China

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press Release
Exhibit 99.2	Press Release

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, thereunto duly authorized.

CHINA LODGING GROUP, LIMITED

(Registrant)

By: /s/ Teo Nee Chuan

Name: Teo Nee Chuan

Title: Chief Financial Officer

Date: October 27, 2017

China Lodging Group, Limited Prices Offering of Convertible Senior Notes

SHANGHAI, China, October 27, 2017 (GLOBE NEWSWIRE) — China Lodging Group, Limited (Nasdaq: HTHT), a leading and fast-growing multi-brand hotel group in China (“China Lodging Group” or the “Company”), today announced the pricing of its previously announced offering (the “Notes Offering”) of US\$425 million in aggregate principal amount of convertible senior notes due 2022 (the “Notes”). The Company granted the initial purchasers in the Notes Offering a 30-day option to purchase up to an additional US\$50 million in principal amount of the Notes. The Company plans to use the net proceeds from the Notes Offering to pay the cost of the capped call transactions described below, and use the remainder of the net proceeds to repay all or part of the principal and interest of the loans that it borrowed from a US\$250 million revolving credit facility, to make investments in minority equity interests in businesses that are in the Company’s industry or are complementary to its business, and to fund other general corporate purposes.

The Notes will bear interest at a rate of 0.375 % per year, payable on May 1 and November 1 of each year, beginning on May 1, 2018. The Notes will mature on November 1, 2022, unless repurchased, redeemed or converted in accordance with their terms prior to such date. The Notes will be convertible into China Lodging Group’s American Depositary Shares (“ADSs”), each currently representing four ordinary shares of China Lodging Group, at the option of the holders, based on an initial conversion rate of 5.4869 of the Company’s ADSs per US\$1,000 principal amount of Notes (representing a conversion premium of approximately 40% above the NASDAQ closing price on October 26, 2017).

The Company also announced the pricing of the previously announced concurrent offering of ADSs. The Company will loan such ADSs to an affiliate of one of the initial purchasers in the Notes Offering (the “ADS Borrower”).

In connection with the Notes Offering, the Company has entered into an ADS lending agreement, pursuant to which the Company will lend 2,606,278 ADSs to the ADS Borrower (“borrowed ADSs”). 261,000 of the borrowed ADSs have been initially issued at US\$130.18 per ADS in the concurrent offering of ADSs, and the remaining borrowed ADSs are expected to be subsequently offered at prevailing market prices or at negotiated prices. The issuance of the borrowed ADSs is intended to allow some investors in the Notes to hedge their exposure to the Notes. The ADS Borrower will be required to return the borrowed ADSs to the Company pursuant to the ADS lending agreement following the maturity date. The borrowed ADSs are not outstanding for purposes of calculating earnings per share under current GAAP rules, and therefore the Company will not incur share or dividend dilution from the borrowed ADSs.

Furthermore, the Company has entered into capped call transactions with some of the initial purchasers or their affiliates (the “Option Counterparties”). The capped call transactions are expected to reduce the potential dilution to existing holders of the ordinary share capital of the Company upon conversion of the Notes. As part of establishing, maintaining and unwinding their hedges of the capped call transactions, the Option Counterparties expect to enter into various derivative transactions with respect to the Company’s ADSs and transactions in the Company’s ADSs. This activity could affect the market price of the Company’s ADSs or the Notes otherwise prevailing at that time. If any such capped call transactions fails to become effective, whether or not the Notes Offering is completed, the Option Counterparties may unwind their hedge positions with respect to the ADSs.

The cap price of the capped call transactions will initially be US\$221.31 per ADS, representing a premium of approximately 70% above the last reported sale price of US\$130.18 per ADS on October 26, 2017, and is subject to adjustment under the terms of the capped call transactions.

The Notes have been offered in the United States to qualified institutional buyers pursuant to Rule 144A and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes, the ADSs deliverable upon conversion of the Notes and the ordinary shares represented thereby have not been and will not be registered under the Securities Act or the securities laws of any other place, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any securities, nor shall there be a sale of the securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

This press release contains information about the pending offerings of the Notes and the ADSs, and there can be no assurance that any of the offerings will be completed.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995: The information in this release contains forward-looking statements which involve risks and uncertainties, including statements regarding the Company's capital needs, business strategy and expectations. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements, which may be identified by terminology such as "may," "should," "will," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," "potential," "forecast," "project," or "continue," the negative of such terms or other comparable terminology. Readers should not rely on forward-looking statements as predictions of future events or results. Any or all of the Company's forward-looking statements may turn out to be incorrect. They can be affected by inaccurate assumptions, risks and uncertainties and other factors which could cause actual events or results to be materially different from those expressed or implied in the forward-looking statements. In evaluating these statements, readers should consider various factors, including the anticipated growth strategies of the Company, the future results of operations and financial condition of the Company, the economic conditions of China, the regulatory environment in China, the Company's ability to attract customers and leverage its brands, trends and competition in the lodging industry, the expected growth of the lodging market in China and other factors and risks outlined in the Company's filings with the Securities and Exchange Commission, including its annual report on Form 20-F and other filings. These factors may cause the Company's actual results to differ materially from any forward-looking statement. In addition, new factors emerge from time to time and it is not possible for the Company to predict all factors that may cause actual results to differ materially from those contained in any forward-looking statements. Any projections in this release are based on limited information currently available to the Company, which is subject to change. This release also contains statements or projections that are based upon information available to the public, as well as other information from sources which the Company believes to be reliable, but it is not guaranteed by the Company to be accurate, nor does the Company purport it to be complete. The Company disclaims any obligation to publicly update any forward-looking statements to reflect events or circumstances after the date of this document, except as required by applicable law.

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China Lodging Group, Limited Announces Pricing of American Depositary Shares

SHANGHAI, China, October 27, 2017 (GLOBE NEWSWIRE) — China Lodging Group, Limited (Nasdaq: HTHT), a leading and fast-growing multi-brand hotel group in China (“China Lodging Group” or the “Company”), today announced the pricing of a previously announced offering of American Depositary Shares (“ADSs”), each currently representing four ordinary shares of the Company, par value of US\$0.0001 per share, which the Company will lend to an affiliate of the underwriter (the “ADS Borrower”).

The Company also priced the concurrent offering (the “Notes Offering”) of US\$425 million in aggregate principal amount of convertible senior notes due 2022 (the “Notes”) pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended. The Company has granted the initial purchasers in the Notes Offering a 30-day option to purchase up to an additional US\$50 million in principal amount of the Notes. The Company plans to use the net proceeds from the Notes Offering to pay the cost of the capped call transactions, and use the remainder of the net proceeds to repay all or part of the principal and interest of the loans that it borrowed from a US\$250 million revolving credit facility, to make investments in minority equity interests in businesses that are in the Company’s industry or are complementary to its business, and to fund other general corporate purposes.

In connection with the Notes Offering, the Company has entered into an ADS lending agreement, pursuant to which the ADS Borrower has borrowed 261,000 ADSs which have been initially offered at US\$130.18 per ADS. The offering of the 261,000 borrowed ADSs is conditioned on the closing of the Notes Offering. If the Notes Offering is not consummated, the ADS loan under the ADS lending agreement will terminate, the offering of the 261,000 borrowed ADSs will terminate and all borrowed ADSs (or ADSs fungible with borrowed ADSs) must be returned to the Company. The ADS Borrower will receive all of the proceeds from the issuance of the borrowed ADSs. The Company will not receive any proceeds but will receive a nominal lending fee from the ADS Borrower, which will be applied to fully pay up the ordinary shares underlying the Borrowed ADSs. The issuance of the borrowed ADSs is intended to allow some investors in the Notes to hedge their exposure to the Notes. The ADS Borrower will be required to return the borrowed ADSs to the Company pursuant to the ADS lending agreement following the maturity date. The borrowed ADSs are not outstanding for purposes of calculating earnings per share under current GAAP rules, and therefore the Company will not incur share or dividend dilution from the borrowed ADSs.

The ADS lending agreement provides that in the future the ADS Borrower may borrow additional ADSs, in which case they would be expected to be subsequently issued at prevailing market prices or at negotiated prices, with the ADS Borrower repurchasing a comparable number of ADSs over a similar timeframe. The number of shares which the ADS Borrower may borrow over time (inclusive of the 261,000 borrowed upfront) may not exceed 2,606,278 ADSs.

The Company has filed an automatic shelf registration statement on Form F-3 with the U.S. Securities and Exchange Commission (“SEC”). A prospectus supplement and the related base prospectus describing the terms of the ADS Offering have been filed with the SEC. When available, the final prospectus supplement for the ADS Offering will be filed with the SEC. The ADS Offering is being made only by means of the prospectus supplement and accompanying base prospectus. Before you invest, you should read the prospectus supplement and the accompanying base prospectus and other documents that the Company has filed with the SEC for more complete information about the Company and the offering. You may obtain these documents free of charge by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, a copy of the prospectus supplement and the related base prospectus may be obtained from Deutsche Bank Securities Inc., Attention: Prospectus Group, Bank Securities Inc., 60 Wall Street, New York, NY, 10005 by e-mail at prospectus.cpdg@db.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any securities, nor shall there be a sale of the securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

This press release contains information about the pending offerings of the Notes and the ADSs, and there can be no assurance that any of the offerings will be completed.

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Company's capital needs, business strategy and expectations. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements, which may be identified by terminology such as "may," "should," "will," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," "potential," "forecast," "project," or "continue," the negative of such terms or other comparable terminology. Readers should not rely on forward-looking statements as predictions of future events or results. Any or all of the Company's forward-looking statements may turn out to be incorrect. They can be affected by inaccurate assumptions, risks and uncertainties and other factors which could cause actual events or results to be materially different from those expressed or implied in the forward-looking statements. In evaluating these statements, readers should consider various factors, including the anticipated growth strategies of the Company, the future results of operations and financial condition of the Company, the economic conditions of China, the regulatory environment in China, the Company's ability to attract customers and leverage its brands, trends and competition in the lodging industry, the expected growth of the lodging market in China and other factors and risks outlined in the Company's filings with the Securities and Exchange Commission, including its annual report on Form 20-F and other filings. These factors may cause the Company's actual results to differ materially from any forward-looking statement. In addition, new factors emerge from time to time and it is not possible for the Company to predict all factors that may cause actual results to differ materially from those contained in any forward-looking statements. Any projections in this release are based on limited information currently available to the Company, which is subject to change. This release also contains statements or projections that are based upon information available to the public, as well as other information from sources which the Company believes to be reliable, but it is not guaranteed by the Company to be accurate, nor does the Company purport it to be complete. The Company disclaims any obligation to publicly update any forward-looking statements to reflect events or circumstances after the date of this document, except as required by applicable law.

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