

Ashford Inc.  
Form PRER14A  
May 24, 2018

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Ashford Inc.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3)

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
    - o Fee paid previously with preliminary materials.
    - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
      - (1) Amount Previously Paid:
      - (2) Form, Schedule or Registration Statement No.:
      - (3) Filing Party:
      - (4) Date Filed:
-

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**The information in the combined proxy statement/prospectus is not complete and may be changed. These securities may not be issued until the registration statement filed with the U.S. Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and does not constitute the solicitation of offers to buy these securities in any jurisdiction where the offer, sale or solicitation is not permitted.**

**SUBJECT TO COMPLETION DATED May 24, 2018**

**YOUR VOTE IS VERY IMPORTANT**

On April 6, 2018, Ashford Inc., a Maryland corporation ("*AINC*," the "*Company*," "*we*," "*us*," or "*our*"), entered into a Combination Agreement (the "*Combination Agreement*") with Monty J. Bennett, the Company's Chairman and Chief Executive Officer, and Archie Bennett, Jr., Monty J. Bennett's father (collectively, the "*Bennetts*"); Remington Holdings, L.P., a Delaware limited partnership ("*Remington*"); Remington Holdings GP, LLC, a Delaware limited liability company and the general partner of Remington (the "*General Partner*"); Project Management LLC, a Maryland limited liability company and wholly owned subsidiary of Remington ("*PM LLC*"); MJB Investments, LP, which is wholly owned by Monty J. Bennett ("*MJB Investments*"); Mark A. Sharkey; Ashford Holding Corp., a Maryland corporation and wholly owned subsidiary of the Company ("*New Holdco*"); and Ashford Merger Sub Inc., a Maryland corporation and wholly owned subsidiary of New Holdco ("*Merger Sub*").

To effect the transactions contemplated by the Combination Agreement, as described under "The Transaction Documents" (the "*Transactions*"), Merger Sub will merge with and into the Company, with the Company surviving and becoming a wholly owned subsidiary of New Holdco and, by virtue of such Merger, each issued and outstanding share of common stock of the Company, par value \$0.01, will be converted into one share of common stock, par value \$0.01 of New Holdco (the "*Merger*"). Prior to the consummation of the Merger, Remington and certain of its affiliates will (i) transfer the project management business conducted by certain affiliates of Remington prior to the closing of the Transactions, including construction management, interior design, architectural oversight, and the purchasing, expediting, warehousing coordination, freight management, and supervision of installation of furniture, fixtures, and equipment, and related services (the "*Project Management Business*") to PM LLC, and (ii) transfer 100% of the equity interests in PM LLC (the "*PM LLC Transferred Securities*") to Archie Bennett, Jr., MJB Investments and Mark A. Sharkey (collectively, the "*Remington Sellers*") (clauses (i) and (ii), collectively, the "*PM Formation Transaction*"). Immediately following the consummation of the PM Formation Transaction and the effectiveness of the Merger, the Remington Sellers will transfer to New Holdco the PM LLC Transferred Securities in exchange for the consideration provided in the Combination Agreement (the "*PM Contribution*") pursuant to a Contribution Agreement, dated as of the closing date of the Merger (the "*PM Contribution Agreement*"), among the Remington Sellers and New Holdco. As consideration in exchange for the PM LLC Transferred Securities and immediately following the effectiveness of the Merger, New Holdco will issue 8,120,000 shares of its voting convertible preferred stock as described under "The Transaction Documents Series B Preferred Stock" to the Remington Sellers. Such preferred stock, referred to as the "*Series B Preferred Stock*" will be convertible into shares of common stock of New Holdco. The issuance of the shares of Series B Preferred Stock, and the potential conversion of the Series B Preferred Stock into common stock of New Holdco, which would constitute more than 20% of the outstanding shares of common stock of New Holdco, may constitute a change of control under the rules of the NYSE American LLC. Accordingly, the issuance of the Series B Preferred Stock (and the common stock into which such shares are convertible), the potential change of control resulting from such issuances and the fact that a portion of such issuances are being made to affiliates of the Company and New Holdco is required to be approved by the stockholders of the Company under the rules of NYSE American LLC for listed companies and such actions and event are referred to in this proxy statement/prospectus as the "*Issuance Proposal*."

The Company's board of directors formed a special committee (the "*Special Committee*") consisting of two independent and disinterested directors to evaluate and negotiate the Transaction Documents (as defined in this proxy statement/prospectus) and all of the Transactions contemplated thereby. **The Special Committee unanimously determined that the Transaction Documents and the Transactions are advisable, fair to, and in the best interests of the Company and its stockholders (other than the Bennetts) and recommended that (i) the independent members of the board of directors approve and adopt the Transaction Documents and the Transactions, and (ii) our stockholders, to the extent required by applicable law or the terms of the Company's listing on the NYSE American LLC approve and adopt the Transaction Documents and the Transactions.**

**Following the recommendation of the Special Committee, the Company's board of directors unanimously (with Monty J. Bennett and J. Robison Hays, III recusing themselves due to Monty J. Bennett's interest in the Transactions and Mr. Hays' status as an executive officer of the Company who reports to Monty J. Bennett), (i) determined that the Transaction Documents and the Transactions were advisable, fair to and in the best interests of the Company and its stockholders (other than the Bennetts), (ii) approved and adopted the Combination Agreement, the other Transaction Documents and the Transactions, and (iii) resolved to recommend that the Company's stockholders vote to approve and adopt the Transaction Documents and the Transactions to the extent required by applicable law or the terms of the Company's listing on the NYSE American LLC.**

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At the Company's 2018 annual meeting of stockholders (the "*Annual Meeting*"), the Company's stockholders will be asked to: (i) approve the Issuance Proposal; (ii) elect seven directors to the board; (iii) extend the term of our stockholder rights plan for an additional three years; (iv) ratify the amendment to our bylaws regarding the right of stockholders to assert certain claims; (v) ratify the appointment of BDO USA, LLP as our independent auditors for 2018; (vi) approve the adjournment or postponement of the Annual Meeting, if necessary or appropriate, to solicit additional proxies to approve the other proposals; and (vii) transact any other business that may properly come before the Annual Meeting. Approval of the Issuance Proposal, the extension of the term of the stockholder rights plan, the ratification of the amendment to our bylaws, the ratification of the appointment of BDO USA LLP and the adjournment of the Annual Meeting each requires the affirmative vote of a majority of the total votes cast on such proposal. The Company's directors are elected by a plurality of the votes cast on such proposal.

**The board of directors (with Monty J. Bennett and J. Robison Hays, III recusing themselves) unanimously recommends that stockholders vote "FOR" the approval of the Issuance Proposal. The board of directors unanimously recommends that stockholders vote, "FOR" each of the seven nominees for election to the board, "FOR" the extension of the term of our stockholder rights plan, "FOR" the ratification of the amendment to our bylaws and "FOR" the ratification of appointment BDO USA, LLP and "FOR" the adjournment of the Annual Meeting.**

In considering the recommendation of the board of directors, you should be aware that some of the Company's directors and executive officers have interests in the Transactions that are different from, or in addition to, the interests of the stockholders generally, as discussed in more detail under "Interests of the Company's Directors and Executive Officers in the Transactions; Potential Conflicts of Interest." Monty J. Bennett, who is our Chairman and Chief Executive Officer, and his father, Archie Bennett, Jr., beneficially own, directly or indirectly, 100% of Remington.

We encourage you to read the accompanying proxy statement/prospectus carefully as it sets forth the specifics of the Combination Agreement and certain other Transaction Documents, the Transactions, and other important information.

**Regardless of the number of shares of the Company's common stock that you own, your vote is important. The Bennetts currently beneficially own or control 14.8% of the outstanding voting common stock of the Company and have informed the Company that they intend to vote or cause to be voted such common stock in favor of the Issuance Proposal.**

Sincerely,

---

Monty J. Bennett

*Chief Executive Officer and Chairman of the Board of Directors*

**Neither the Securities and Exchange Commission nor any state securities regulatory agency has approved or disapproved these securities, passed upon the merits or fairness of these securities or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.**

The accompanying proxy statement/prospectus is dated \_\_\_\_\_, 2018, and, together with the enclosed form of proxy, is first being mailed to stockholders on or about \_\_\_\_\_, 2018.

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Dear Stockholders:

, 2018

On behalf of the Board of Directors of Ashford Inc., I cordially invite you to attend our 2018 Annual Meeting of Stockholders, which will be held at 9:00 a.m. Central time on \_\_\_\_\_, 2018.

2017 was a year of considerable achievement for Ashford Inc. as we delivered solid financial results, successfully executed our high-growth, fee-based business model and continued to leverage our hospitality and investment experience to identify and invest in hospitality-related opportunities where we can leverage our management expertise and the size and diversity of the hotel portfolios at our managed REITs to accelerate substantial growth. We are confident in our long-term strategy and believe we have significant opportunities to continue to accelerate Ashford's growth and create meaningful value for our stockholders.

In 2017, as measured by our Adjusted EBITDA and Adjusted EPS we delivered solid financial and operating performance with significant growth in revenue and adjusted earnings and we are very pleased with the groundwork we are laying for the continued success of our platform. We entered 2018 well positioned for further growth and we expect that a lower effective tax rate will have a significant positive impact on our earnings in 2018 and future years.

Within our managed platforms, we can grow through the expansion of the asset bases of the companies we currently advise both organically as well as through accretive acquisitions. Looking ahead, we are well positioned to grow Ashford Inc., not only through the internal or external growth of Ashford Hospitality Trust, Inc. and Braemar Hotels & Resorts Inc. (formerly Ashford Hospitality Prime, Inc.), but also by adding additional investment platforms or by acquiring, managing or incubating additional hospitality or real estate related businesses, continuing a trend we displayed in 2017 and through the beginning of 2018.

We have accomplished a great deal over the last year, and we are excited about our progress and our plans for 2018. We believe the structure of the Ashford group of companies will continue to benefit investors as our managed companies provide the flexibility to choose the investment strategies that best fit their needs and objectives. Our team's main goal has always been and will remain building stockholder value.

We encourage you to read this proxy statement/prospectus carefully, and to vote your proxy as soon as possible so that your shares will be represented at the meeting.

Sincerely,

Monty J. Bennett

*Founder, Chief Executive Officer and Chairman of the Board*

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**Notice of Annual Meeting of Stockholders of  
Ashford Inc.**

**Meeting Date:** , 2018

**Meeting Time:** 9:00 a.m., Central time

**Location:** Dallas/Fort Worth Airport Marriott  
8440 Freeport Pkwy  
Irving, Texas 75063

**Agenda:**

1. Approval of the Issuance Proposal;
2. Election of seven directors;
3. Extension of the term of our stockholder rights plan for an additional three years;
4. Ratification of the amendment to our bylaws regarding the right of stockholders to assert certain claims;
5. Ratification of the appointment of BDO USA, LLP as our independent auditors for 2018;
6. Adjournment or postponement of the annual meeting, if necessary or appropriate, to solicit additional proxies to approve the Issuance Proposal; and
7. Transaction of any other business that may properly come before the annual meeting.

**Record Date:**

You may vote at the 2018 Annual Meeting of Stockholders the shares of common stock of which you were the holder of record at the close of business on May 4, 2018.

**Review this proxy statement/prospectus and vote in one of the four ways:**

In person: Attend the annual meeting and vote by ballot.

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By telephone: Call the telephone number and follow the instructions on your proxy card.

Via the internet: Go to the website address shown on your proxy card and follow the instructions on the website.

By mail: Mark, sign, date and return the enclosed proxy card in the postage-paid envelope.

By order of the Board of Directors,

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Deric S. Eubanks,  
*Chief Financial Officer*

14185 Dallas Parkway, Suite 1100  
Dallas, Texas 75254  
, 2018

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON , 2018.**

The Company's Proxy Statement for the 2018 Annual Meeting of Stockholders, which is a part of this combined Proxy Statement/Prospectus, the Annual Report to Stockholders for the fiscal year ended December 31, 2017, including the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, are available at [www.ashfordinc.com](http://www.ashfordinc.com) by clicking "INVESTORS," then "Financial Reports & SEC Filings," and then "Annual Meeting Material." The information contained on our website is expressly not incorporated by reference into this proxy statement/prospectus.

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**IMPORTANT NOTE ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This document is a combined proxy statement and prospectus. It is a prospectus because you are being offered shares of a newly formed company, New Holdco, which will be the holding company for Ashford Inc. and has been formed to enable Ashford Inc. to acquire the Project Management Business in conjunction with the consummation of the Transactions. If the Transactions are consummated, each share of our Company that you now hold will be converted into one share of New Holdco Common Stock, which shares of New Holdco Common Stock will be listed on the NYSE American LLC. In accordance with the provisions of the Securities Act and the rules and regulations of the SEC thereunder (the "*Securities Act Rules*"), we are required to register those shares of New Holdco under the Securities Act for offer and sale to you. This proxy statement/prospectus is a part of the Registration Statement on Form S-4 that New Holdco has filed with the SEC to effect that registration. Because we are soliciting your proxy to vote on the approval of the Issuance Proposal, this proxy statement/prospectus must comply with the SEC's proxy rules under Section 14(a) of the Exchange Act and be filed with the SEC as a proxy statement of Ashford Inc. As a matter of corporate efficiency, we have chosen to have the vote on the Issuance Proposal at our Annual Meeting and avoid the inconvenience to you and the expense of holding a special meeting of stockholders relating solely to the Issuance Proposal.

In this proxy statement/prospectus, unless otherwise indicated or as the context otherwise requires:

"*we*," "*our*," "*us*," "*Ashford*," "*AINC*," and the "*Company*" refer to Ashford Inc. (NYSE American LLC: AINC), a Maryland corporation;

"*Ashford LLC*" refers to Ashford Hospitality Advisors LLC, a Delaware limited liability company and our subsidiary;

"*Ashford Trust*" refers to Ashford Hospitality Trust, Inc. (NYSE: AHT), a Maryland corporation and real estate investment trust ("*REIT*") from which we were spun off in November 2014;

"*Board of Directors*," "*board of directors*" or "*Board*" means the board of directors of Ashford Inc. unless the context otherwise requires;

"*Braemar*" refers to Braemar Hotels & Resorts Inc. (NYSE: BHR), a Maryland corporation and REIT that was spun off from Ashford Trust in November 2013 (formerly known as "Ashford Hospitality Prime, Inc.");

"*Code*" refers to the Internal Revenue Code of 1986, as amended;

"*Cost Sharing Agreement*" refers to the cost sharing agreement among Remington (or its subsidiaries), PM LLC, and New Holdco (or its subsidiaries), pursuant to which Remington (or its subsidiaries) will provide specified services (including certain human resources and information technology services) to New Holdco (or its subsidiaries) and PM LLC will reimburse Remington (or its subsidiaries) for the provision of such services, based on an agreed upon allocation methodology of actual costs and in accordance with past practices;

"*Exchange Act*" refers to the Securities Exchange Act of 1934, as amended;

"*Issuance Proposal*" refers to the issuance of the Series B Preferred Stock (and the shares of New Holdco Common Stock into which such shares are convertible, which would constitute more than 20% of the outstanding shares of New Holdco Common Stock), the potential change of control resulting from such issuances and the fact that a portion of such issuances are being made to affiliates of the Company and New Holdco;

"*Merger and Registration Rights Agreement*" refers to the merger and registration rights agreement among the Company, New Holdco, and Merger Sub, the form of which is included with this proxy statement/prospectus as Annex E;



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**"Merger Sub"** refers to Ashford Merger Sub Inc., a Maryland corporation and wholly owned subsidiary of New Holdco;

**"New Holdco"** refers to, prior to the consummation of the Transactions, Ashford Holding Corp., a Maryland corporation and wholly owned subsidiary of Ashford Inc. and, following the consummation of the Transactions, the companies collectively;

**"New Holdco Common Stock"** refers to the authorized voting common stock of New Holdco, par value \$0.01 per share;

**"New Holdco Preferred Stock"** refers to the shares of voting preferred stock of New Holdco, par value \$25 per share, convertible into shares of New Holdco Common Stock, as authorized by the Articles Supplementary;

**"New Holdco Restructuring Agreement"** refers to the restructuring agreement among New Holdco, the Company and certain other parties thereto, setting forth the terms and conditions upon which New Holdco will restructure its businesses following the consummation of the Merger and the PM Formation Transaction;

**"NYSE"** refers to the New York Stock Exchange LLC, the stock exchange on which shares of the common stock of Ashford Trust and the common stock of Braemar are listed for trading;

**"NYSE American"** refers to the NYSE American LLC, the stock exchange formerly known as "NYSE MKT" on which shares of our common stock are listed for trading;

**"PM Companies"** refers to Remington Hotels, Remington L&H, and, at or prior to the closing of the Transactions, PM LLC, and their respective subsidiaries;

**"PM LLC"** refers to Project Management LLC, a Maryland limited liability company and wholly owned subsidiary of Remington;

**"PM Parties"** refers to Monty J. Bennett, Archie Bennett, Jr. and Remington;

**"Project Management Business"** means the project management business conducted by certain affiliates of Remington prior to the closing of the Transactions, including construction management, interior design, architectural oversight, and the purchasing, expediting, warehousing coordination, freight management, and supervision of installation of furniture, fixtures, and equipment, and related services;

**"Remington"** refers to Remington Holdings, L.P., a Delaware limited partnership, which owns Remington Lodging & Hospitality, LLC, a Delaware limited liability company and property management and project management company. Monty J. Bennett, our Chief Executive Officer and Chairman of the Board, and his father, Archie Bennett, Jr., Chairman Emeritus of Ashford Trust, beneficially own, directly or indirectly, 100% of Remington. Monty J. Bennett also serves as the Chief Executive Officer of Remington, Chairman of Ashford Trust and Chairman of Braemar;

**"Remington Sellers"** refers to Archie Bennett, Jr., MJB Investments, LP and Mark A. Sharkey;

**"SEC"** refers to the U.S. Securities and Exchange Commission;

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*"Securities Act"* refers to the Securities Act of 1933, as amended;

*"Transaction Documents"* refer to the Combination Agreement (as described under "The Transaction Documents Combination Agreement"), the New Holdco Certificate of Incorporation, the New Holdco Preferred Stock Articles Supplementary (as described under "The Transaction Documents Series B Preferred Stock"), the PM LLC Certificate of Formation, the Merger Sub Certificate of Incorporation, the PM Contribution Agreement, the

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Merger and Registration Rights Agreement, the Investor Rights Agreement (as described under "The Transaction Documents Investor Rights Agreement"), the Cost Sharing Agreement, the New Holdco Restructuring Agreement, and the PM Formation Agreement; and

**"Transactions"** refers to all of the transactions contemplated by the Contribution Agreement and the other Transaction Documents.

We, together with Ashford LLC, serve as external advisor to each of Ashford Trust and Braemar. In this proxy statement/prospectus, we refer to Ashford Inc. and Ashford LLC collectively as "*advisor*."

The Company has not authorized anyone to give any information or make any representation about the Transactions and the Company that is different from, or in addition to, that contained in this proxy statement/prospectus. Therefore, if anyone else distributes this type of information, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this proxy statement/prospectus or the solicitation of proxies are unlawful, or you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this proxy statement/prospectus does not extend to you. The information contained in this proxy statement/prospectus speaks only as of the date of this proxy statement/prospectus, unless the information specifically indicates that another date applies. All information in this document concerning the Company has been furnished by the Company.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus contains certain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, that are subject to risks and uncertainties. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for purposes of complying with these safe harbor provisions. These forward looking statements include information about possible, estimated or assumed future results of our business, financial condition, liquidity, results of operations, plans and objectives. Forward looking statements are generally identifiable by use of forward looking terminology such as "may," "will," "should," "potential," "intend," "expect," "anticipate," "estimate," "approximately," "believe," "could," "project," "predict," or other similar words or expressions. Additionally, statements regarding the following subjects are forward-looking by their nature:

our business and investment strategy;

our projected operating results;

our ability to obtain future financing arrangements;

our understanding of our competition;

market trends;

projected capital expenditures;

the impact of technology on our operations and business;

general volatility of the capital markets, the general economy or the hospitality industry, whether the result of market events or otherwise, and the market price of our securities;

availability, terms, and deployment of capital;

changes in our industry and the market in which we operate, interest rates, or local economic conditions;

the degree and nature of our competition;

availability of qualified personnel; and

risks associated with business combination transactions, such as the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the acquisition will not be realized.

Such forward-looking statements are based on our beliefs, assumptions, and expectations of our future performance taking into account all information currently known to us. These beliefs, assumptions, and expectations can change as a result of many potential events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity, results of operations, plans, and other objectives may vary materially from those expressed in our forward-looking statements. Additionally, the following factors could cause actual results to



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vary from our forward-looking statements:

the factors discussed in this proxy statement/prospectus, including those set forth under the titles "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business" and "Properties;"

general volatility of the capital markets, the general economy or the hospitality industry, whether the result of market events or otherwise, and the market price of our securities;

availability, terms, and deployment of capital;

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the degree and nature of our competition;

actual and potential conflicts of interest with or between Braemar and Ashford Trust, our executive officers and our non-independent directors;

changes in governmental regulations, accounting rules, tax rates and similar matters; and

legislative and regulatory changes.

When considering forward looking statements, you should keep in mind the risk factors and other cautionary statements in this proxy statement/prospectus. The matters summarized under "Risk Factors" and elsewhere in this proxy statement/prospectus could cause our actual results and performance to differ significantly from those contained in our forward looking statements. Accordingly, we cannot guarantee future results or performance. Readers are cautioned not to place undue reliance on any of these forward looking statements, which reflect our views as of the date of this proxy statement/prospectus. Furthermore, we do not intend to update any of our forward looking statements after the date of this proxy statement/prospectus to conform these statements to actual results and performance, except as may be required by applicable law.

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**SUMMARY**

This summary highlights selected information contained in this proxy statement/prospectus and does not contain all the information that may be important to you. The Company urges you to read carefully this proxy statement/prospectus in its entirety, including the Annexes.

This summary is in two parts:

1.

The first part of the summary relates to:

the terms of the Transactions;

the shares of the common stock of New Holdco which you will be entitled to receive in respect of your shares of our common stock if the Merger is consummated; and

the solicitation of your proxy to vote your shares of our common stock at the Annual Meeting with respect to the Issuance Proposal; and

2.

the second part of the summary relates to our solicitation of your proxy to vote your shares of our common stock at the Annual Meeting as to:

the election of directors of the Company;

the extension of our stockholder rights plan;

the ratification of an amendment to our bylaws regarding the right of stockholders to assert certain claims;

the ratification of the appointment of BDO USA, LLP as our independent auditors;

the adjournment or postponement of the Annual Meeting; and

any other business that may properly come before the Annual Meeting.

**Part One: Summary of the Transactions**

**The Principal Parties**

*Ashford*

Ashford Inc.  
14185 Dallas Parkway, Suite 1100  
Dallas, Texas 75254

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Telephone: (972) 490-9600

<http://www.ashfordinc.com>

Ashford Inc. is a Maryland corporation formed on April 2, 2014 that provides asset management, advisory and other products and services primarily to clients in the hospitality industry. Ashford Inc. currently provides asset management and advisory services to Ashford Trust and Braemar. Ashford Trust commenced operating in August 2003 and is focused on investing in full-service hotels in the upscale and upper upscale segments in the U.S. that have revenue per available room ("*RevPAR*") generally less than twice the U.S. national average. Braemar invests primarily in luxury hotels and resorts with RevPAR of at least twice the U.S. national average. Braemar became a publicly traded company in November 2013 upon the completion of its spin-off from Ashford Trust. Each of Ashford Trust and Braemar is a real estate investment trust ("*REIT*") as defined in the Code, and the common stock of each of Ashford Trust and Braemar is traded on the NYSE. The common stock of Ashford Inc. is listed on the NYSE American. As of March 31, 2018, Ashford Trust held approximately 598,000 shares of Ashford Inc. common stock, which represented an approximate 28.4% ownership

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interest in Ashford Inc. As of March 31, 2018, Braemar held approximately 195,000 shares of Ashford Inc. common stock, which represented an approximate 9.2% ownership interest in Ashford Inc.

In our capacity as the advisor to Ashford Trust and Braemar, we are responsible for implementing the investment strategies and managing the day-to-day operations of Ashford Trust and Braemar, in each case subject to the supervision and oversight of the respective board of directors of such entity. We provide the personnel and services necessary to allow each of Ashford Trust and Braemar to conduct its respective business. We may also perform similar functions for new or additional platforms. We are not responsible for managing the day-to-day operations of the individual hotel properties owned by either Ashford Trust or Braemar, which duties are the responsibility of the hotel management companies that operate the hotel properties owned by Ashford Trust and Braemar.

We conduct our advisory business primarily through an operating entity, Ashford LLC. We conduct our hospitality products and services business primarily through an operating entity, Ashford Hospitality Services LLC ("*Ashford Services*"). We own our assets through Ashford LLC and Ashford Services. We have not previously engaged in project management operations of the type we propose to acquire in the Transactions.

We recently formed New Holdco and Merger Sub, in connection with entering into the Transactions described in this proxy statement/prospectus.

### ***Remington***

Remington Holdings, L.P.  
14185 Dallas Parkway, Suite 1150  
Dallas, Texas 75254  
Telephone: (972) 980-2700  
<http://www.remingtonhotels.com>

Remington was formed in December 2008, and is a hotel property and project management company. The services that Remington provides include (i) property management services, which consist of the day-to-day operations of hotels; (ii) project management services, which consist of construction management, interior design, architectural oversight, and the purchasing, expediting, warehousing, freight management, installation and supervision of furniture, fixtures, and equipment, and related services; and (iii) development services, which consist of building hotel properties or constructing hotel improvements.

We have entered into a mutual exclusivity agreement with Remington pursuant to which we agreed to utilize Remington to provide all property management, project management and development services for all hotels, if any, that we may acquire in the future, as well as all hotels that future companies that we advise may acquire, to the extent that we have the right, or control the right, to direct such matters. We are not required to utilize Remington to provide such services, however, if our independent directors either (i) unanimously vote not to utilize Remington for such services or (ii) based on special circumstances or past performance, by a majority vote elect not to engage Remington because our independent directors have determined that it would be in our best interest not to engage Remington or that another company could perform the duties materially better. In exchange for our agreement to engage Remington for such services, Remington has agreed to grant to any such companies advised by us a right of first refusal to purchase any investments identified by Remington and any of its affiliates that meet the initial investment criteria of such entities, as identified in the advisory agreement between us and such entities, subject to any prior rights granted by Remington to other entities, including Ashford Trust, Braemar and us. In connection with the consummation of the Transactions contemplated by the Combination Agreement, we and Remington expect (a) to amend and restate the mutual exclusivity agreement such that we will still agree to use Remington to provide only all property management services (and not project management and development services) for all

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hotels, if any, that we may acquire in the future, as well as all hotels that future companies that we advise may acquire, to the extent that we have the right, or control the right, to direct such matters (subject to the same exceptions with respect to votes of our independent directors as are currently contained in the mutual exclusivity agreement) and (b) Remington and its affiliates will assign their rights under the mutual exclusivity agreement with respect to project management and development services to PM LLC.

***Monty J. Bennett and Archie Bennett, Jr.***

Monty J. Bennett has served as our Chief Executive Officer since our formation and has served as Chairman of the Board of Directors since November 2014. As of March 31, 2018, he was the direct or indirect beneficial owner of 12.6% of our outstanding common stock (assuming all of his common units are converted into shares of our common stock and his vested options are exercised). Monty J. Bennett is the Chairman of the Board of Directors of each of Ashford Trust and Braemar, and as of March 31, 2018, he was the direct or indirect beneficial owner of 5.8% of the outstanding shares of common stock (assuming all of Mr. Bennett's common units are converted into common shares) of Ashford Trust and 5.0% of the outstanding common stock (assuming all of Mr. Bennett's common units are converted into common shares) of Braemar. He is also a 50% direct or indirect beneficial owner of Remington and the Chief Executive Officer of Remington.

As a result, Monty J. Bennett's duties to us as a director and officer may conflict with his duties to, and economic interest in, Remington, Ashford Trust and Braemar.

Archie Bennett, Jr. served as Chairman of Ashford Trust from its formation in 2003 until January 2013, when he assumed the role of Chairman Emeritus of Ashford Trust. As of March 31, 2018, he was the beneficial owner of 3.6% of our outstanding shares of common stock, 4.3% of the outstanding shares of common stock of Ashford Trust and 3.4% of the outstanding common stock of Braemar (assuming all of Archie Bennett, Jr.'s common units in all companies are converted into common shares of our common stock). Archie Bennett, Jr. is a 50% direct or indirect beneficial owner of Remington and the father of Monty J. Bennett.

Because of the conflicts of interest that may arise out of the relationships among the Bennetts, the Company, Remington and each of their respective affiliates, many of the responsibilities of the Board of Directors with respect to the Transaction Documents and the Transactions were delegated to independent directors, as discussed below and under "Certain Relationships and Related Person Transactions Conflict of Interest Policies."

**Ownership of the Company, Ashford Trust and Braemar**

The Bennetts' beneficial ownership of shares of the Company, Ashford Trust and Braemar and the ownership of the Company, Ashford Trust and Braemar by and among such entities as of March 31, 2018 is set forth below. For additional information, see "Certain Relationships and Related Person Transactions."

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- 
- (1) Includes common stock, common units and vested options.
  - (2) Excludes potential shares issued from our deferred compensation plan.
  - (3) Excludes unvested stock options.
  - (4) Excludes performance LTIPs and LTIPs.

**Overview of the Transactions and the Combination Agreement**

On April 6, 2018, the Company entered into the Combination Agreement with: the Bennetts; Remington; the General Partner; PM LLC; MJB Investments; Mark A. Sharkey; New Holdco; and Merger Sub.

Under the terms of the Combination Agreement, the Company, through New Holdco, will acquire the PM LLC Transferred Securities from the Remington Sellers for the consideration described below. Upon consummation of the Merger, the Merger Sub will merge with and into the Company, with the Company surviving and becoming a wholly owned subsidiary of New Holdco and the New Holdco Common Stock will be listed on the NYSE American LLC. By virtue of the Merger and the rules of the SEC under the Exchange Act, New Holdco will become the successor registrant to the Company under the Exchange Act and obligated to file reports under Section 13(a) of the Exchange Act. Prior to the

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consummation of the Merger, Remington and certain of its affiliates will (i) transfer the Project Management Business to PM LLC (which will conduct that project management business after such transfer and after the acquisition of PM LLC by New Holdco), and (ii) cause 100% of the securities of PM LLC (the "*PM LLC Transferred Securities*") to be transferred to the Remington Sellers (clause (i))



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and clause (ii), collectively, the "*PM Formation Transaction*"). Immediately following the consummation of the PM Formation Transaction and the effectiveness of the Merger, the Remington Sellers will transfer to New Holdco 100% of the PM LLC Transferred Securities in exchange for the consideration as described below, pursuant to the PM Contribution Agreement.

In consideration of the contribution of the PM LLC Transferred Securities, the Remington Sellers will receive aggregate consideration (the "*Aggregate Consideration*") of \$203,000,000 consisting of 8,120,000 shares of Series B Convertible Preferred Stock, par value \$0.01 per share (the "*Series B Preferred Stock*") of New Holdco, with a liquidation preference of \$25 per share. In the event the closing of the Transactions occurs, New Holdco will also pay up to an aggregate of \$5,000,000 of (i) the transaction expenses incurred or funded by Remington or the PM Companies (on behalf of themselves or their affiliates) in connection with the Transactions, including, among other things, one-half of all filing and other similar fees payable in connection with any filings or submissions under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "*HSR Act*") and (ii) any bonus and other payments (including applicable taxes in respect thereof) made to employees and agents of the PM Companies in connection with the closing of the Transactions.

For additional information, see "The Transaction Documents."

**Treatment of the Company's Common Stock**

As a result of the Merger, at the effective time of the Merger (the "*Effective Time*"), each issued and outstanding share of the common stock of the Company will be converted into one share of the common stock of New Holdco, which shares will be validly issued, fully paid and non-assessable. The shares of common stock of New Holdco will have the same rights and privileges as the shares of common stock of the Company now issued and outstanding and held by the Company's stockholders, and the charters of the Company and New Holdco will be identical until, following the effectiveness of the Merger, the charter of New Holdco is supplemented to authorize the Series B Preferred stock. New Holdco intends to submit a listing application to the NYSE American seeking the listing of such shares of common stock of New Holdco for trading on the NYSE American and the approval of such application is a condition precedent to the consummation of the Merger. However, there can be no assurance that such application will be approved and that the shares of common stock of New Holdco into which the Company's shares of common stock will be converted will be listed for trading on the NYSE American.

For additional information, see "The Transaction Documents."

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**Corporate Structure**

The current simplified corporate structure of the Company as of March 31, 2018 are set forth below.

- 
- (1) Includes common stock, common units and vested options.
  - (2) Excludes potential shares issued from deferred compensation plan.
  - (3) Excludes unvested stock options.

The following shows a simplified structure of the structure of the Company before and immediately after the Merger.

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The simplified corporate structure of the Company after consummation of the Transactions will be as set forth below.

- 
- (1) Includes common stock, common units, vested options and/or shares of Series B Preferred Stock on an as-converted or as-exercised basis, assuming no dividends have accrued on such shares of Series B Preferred Stock.
- (2)

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Excludes potential shares issued from our deferred compensation plan.

(3)

Excludes unvested stock options.

(4)

Includes common stock and common units.

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**Regulatory Approval**

*Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ("HSR Act").* The Transactions were subject to the reporting requirements of the HSR Act. The HSR Act prohibits parties from closing a transaction subject to the reporting requirements of the HSR Act until they have filed notification under the HSR Act and the applicable waiting period has expired. The HSR Act provides for an initial 30 day waiting period, subject to possible extensions, following the necessary filings by the parties to the Transactions. The Company filed notification and report forms for the Transactions with the Federal Trade Commission and the Department of Justice, Antitrust Division, and received notification of early termination of the waiting period as of May 21, 2018. The early termination of the waiting period required by the HSR Act satisfies one of the conditions to the closing of the Transactions.

**Special Committee and Board**

On October 12, 2017, the independent directors of the Board resolved to form a new independent special committee of the Board (the "*Special Committee*") to evaluate and negotiate the terms of any potential acquisition by the Company of the Project Management Business and recommend to the Board, for approval by the Board, any such acquisition. The Board action was in response to indications of interest submitted to the Company by the Remington Sellers regarding a sale of such business to the Company. The independent directors of the Board selected from among its independent directors Mr. Brian Wheeler and Ms. Uno Immanivong as members of the Special Committee, with Mr. Wheeler being appointed chairman, and the Board accepted such appointments. Subsequently, the formation of the Special Committee was ratified by the independent directors during the course of a meeting of the full Board.

Subsequently, the Special Committee requested that it be granted the power and authority to review alternative transactions, but this request was declined. Given the relationship between Remington and the Company, the Special Committee believed it would be unlikely to identify an entity able to provide a comparable or more favorable acquisition opportunity f