



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

DIVISION OF  
CORPORATION FINANCE

February 26, 2016

Via E-mail

Mr. David A. Brooks, Esq.  
Chief Operating Officer/General Counsel  
Ashford Hospitality Prime, Inc.  
14185 Dallas Parkway, Suite 1100  
Dallas, Texas 75254

**Re: Ashford Hospitality Prime, Inc.  
Soliciting material pursuant to Rule 14a-12  
Filed February 25, 2016  
File No. 001-35972**

Dear Mr. Brooks:

We have reviewed your filing and have the following comments.

General

1. We note statements regarding the potential triggering of covenants in agreements which would require the Company to make payments to contractual counterparties. In future filings, when making statements such as these, disclose if true that these payments would not become due if a majority of the incumbent board approved the election of Sessa's nominees and that certain of these payments would be made to an affiliate.
2. Please provide support for the assertion that Sessa has made several significant misrepresentations relating to its proposed nominees' trading history and qualifications, including "apparent resume padding and potential violations of insider trading laws."

You may contact me at (202) 551-3503 if you have any questions regarding our comments.

Sincerely,

/s/ David L. Orlic

David L. Orlic  
Special Counsel  
Office of Mergers and Acquisitions

Mr. David A. Brooks, Esq.  
Ashford Hospitality Prime, Inc.  
February 26, 2016  
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cc: Via E-mail  
Richard M. Brand, Esq.  
Cadwalader, Wickersham & Taft LLP