



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

DIVISION OF
CORPORATION FINANCE

March 25, 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 the following comment with respect to your solicitation.

General

1. We note the press release by your affiliate, Ashford, Inc. Please provide your analysis as to whether this press release constitutes a "solicitation," within the meaning of Rule 14a-1(l)(1)(iii) of Regulation 14A.

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

Sincerely,

/s/ David L. Orlic

David L. Orlic
Special Counsel
Office of Mergers and Acquisitions

cc: Via E-mail
Richard M. Brand, Esq.
Cadwalader, Wickersham & Taft LLP