

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

**SCHEDULE TO/A
(Amendment No. 3)**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

BRE SELECT HOTELS CORP
(Name of Subject Company)

**BRE SELECT HOTELS HOLDINGS LP
BRE SELECT HOTELS CORP**
(Name of Filing Persons)

**7% Series A Cumulative Redeemable Preferred Stock,
\$0.0001 Par Value Per Share**
(Title of Class of Securities)

05578K 205
(CUSIP Number of Class of Securities)

Brian Kim
Chief Financial Officer, Vice President and Managing Director
BRE Select Hotels Holdings LP
c/o Blackstone Real Estate Partners VII L.P.
345 Park Avenue
New York, New York 10154
(212) 583-5000

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Brian M. Stadler
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017-3954
(212) 455-2000

Calculation of Filing Fee

Transaction Valuation ⁽¹⁾	Amount of Filing Fee ⁽²⁾
\$126,142,703	\$17,206

- (1) Estimated solely for the purpose of calculating the amount of the filing fee based upon the product of (i) the offered purchase price of \$1.30 per share of BRE Select Hotel Corp's 7% Series A Cumulative Redeemable Preferred Stock, par value \$0.0001 per share (the "Preferred Shares"), and (ii) 97,032,848 Preferred Shares (the aggregate number of outstanding Preferred Shares as of July 15, 2013).
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #1 for Fiscal Year 2013 issued by the Securities and Exchange Commission on August 31, 2012, equals \$136.40 per \$1,000,000 of the aggregate value of the transaction. The value of the transaction set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

Amount Previously Paid: \$17,206
Form or Registration Number: Schedule TO; Schedule TO/A (No. 005-87542)

Filing Party: BRE Select Hotels Holdings LP;
BRE Select Hotels Corp
Date Filed: July 15, 2013; August 26, 2013

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).

Explanatory Note

This Amendment No. 3 (this “Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “SEC”) on July 15, 2013 (the “Original Tender Offer Statement”), as amended and supplemented by Amendment No. 1 filed with the SEC on July 26, 2013 (“Amendment No. 1”) and Amendment No. 2 filed with the SEC on August 26, 2013 (“Amendment No. 2” and, together with the Original Tender Offer Statement and Amendment No. 1, the “Tender Offer Statement”) relating to the offer (the “Offer”) by BRE Select Hotels Holdings LP, a Delaware limited partnership and an affiliate of the issuer (“BRE Holdings”), to purchase all of the outstanding shares of 7% Series A Cumulative Redeemable Preferred Stock, par value \$0.0001 per share (the “Preferred Shares”), of BRE Select Hotels Corp, a Delaware corporation (the “Company”), pursuant to the terms and subject to the conditions described in the Offer to Purchase, dated July 15, 2013, filed as Exhibit (a)(1)(A) to the Original Tender Offer Statement, the related letters of transmittal, filed as Exhibits (a)(1)(B) and (a)(1)(C) to the Original Tender Offer Statement, and the Amendment and Supplement to the Offer to Purchase, dated August 26, 2013 (the “Supplement”), filed as Exhibit (a)(1)(E) to Amendment No. 2. This Amendment No. 3 amends the Tender Offer Statement to include as an Exhibit thereto a press release dated August 27, 2013 of BRE Holdings.

This Amendment No. 3 is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended. This Amendment No. 3 should be read in conjunction with the Tender Offer Statement and the related offering materials, as the same may be further amended or supplemented hereafter and filed with the SEC.

Item 11. Additional Items.

Item 11 of the Tender Offer Statement is hereby amended and supplemented as follows:

On August 27, 2013, BRE Holdings issued a press release regarding the Offer. A copy of the press release is filed herewith as Exhibit (A)(5)(C).

Item 12. Exhibits.

- (a)(1)(A) Offer to Purchase, dated July 15, 2013*
- (a)(1)(B) Form of Letter of Transmittal for Registered Holders*
- (a)(1)(C) Form of Letter of Transmittal for Beneficial Holders*
- (a)(1)(D) Letter to Preferred Stockholders, dated July 15, 2013*
- (a)(1)(E) Amendment and Supplement to Offer to Purchase, dated August 26, 2013*
- (a)(1)(F) Letter to Preferred Stockholders, dated August 26, 2013*
- (a)(2) Not applicable
- (a)(3) Not applicable
- (a)(4) Not applicable
- (a)(5)(A) Press Release, dated July 15, 2013*
- (a)(5)(B) Press Release, dated August 26, 2013*
- (a)(5)(C) Press Release, dated August 27, 2013**
- (b) Not applicable
- (c) Not applicable
- (d) Not applicable
- (e) Not applicable
- (f) Not applicable
- (g) Not applicable
- (h) Not applicable

* Previously Filed

** Filed Herewith

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BRE SELECT HOTELS HOLDINGS LP

By: Blackstone Real Estate Associates VII L.P.,
its general partner

By: BRE VII L.L.C.,
its general partner

By: /s/ A.J. Agarwal
Name: A.J. Agarwal
Title: Senior Managing Director

BRE SELECT HOTELS CORP

By: /s/ A.J. Agarwal
Name: A.J. Agarwal
Title: President and Senior Managing Director

Date: August 27, 2013

EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated July 15, 2013*
(a)(1)(B)	Form of Letter of Transmittal for Registered Holders*
(a)(1)(C)	Form of Letter of Transmittal for Beneficial Holders*
(a)(1)(D)	Letter to Preferred Stockholders, dated July 15, 2013*
(a)(1)(E)	Amendment and Supplement to Offer to Purchase, dated August 26, 2013*
(a)(1)(F)	Letter to Preferred Stockholders, dated August 26, 2013*
(a)(2)	Not applicable
(a)(3)	Not applicable
(a)(4)	Not applicable
(a)(5)(A)	Press release, dated July 15, 2013*
(a)(5)(B)	Press release, dated August 26, 2013*
(a)(5)(C)	Press release, dated August 27, 2013**
(b)	Not applicable
(c)	Not applicable
(d)	Not applicable
(e)	Not applicable
(f)	Not applicable
(g)	Not applicable
(h)	Not applicable

* Previously Filed

** Filed Herewith

**BRE Select Hotels Holdings Announcement Regarding Amended Tender Offer for All
Preferred Shares of BRE Select Hotels**

NEW YORK, NY — August 27, 2013 — On August 26, 2013, BRE Select Hotels Holdings LP (“BRE Holdings”), the holder of all of the common stock of BRE Select Hotels Corp (the “Company”), announced an amendment to its tender offer to purchase all outstanding shares of 7% Series A Cumulative Redeemable Preferred Stock (the “Preferred Shares”) that increased the offer price to \$1.30 per share net to the seller in cash and extended the expiration date (the “Amended BRE Offer”). The Amended BRE Offer will expire at 9:00 a.m., New York City time, on September 27, 2013, unless extended by BRE Holdings (the “Expiration Time”). Any such extension will be followed by a public announcement no later than 9:00 a.m., New York City time, on the first business day after the previously scheduled Expiration Time. Preferred Shares tendered in the offer may be withdrawn at any time prior to the Expiration Time.

Approximately 782,595 Preferred Shares have been tendered as of August 26, 2013. Holders of Preferred Shares who have already tendered their shares will receive the benefit of the increased offer price and are not required to take any further action in order to do so.

None of BRE Holdings, the Company or the Company’s board of directors makes any recommendation as to whether the holders of Preferred Shares should tender or refrain from tendering Preferred Shares in the Amended BRE Offer, and none of them has authorized any person to make any such recommendation. The Company’s board of directors takes no position as to whether the price offered by BRE Holdings or the other terms of the Amended BRE Offer are fair to holders of Preferred Shares. None of BRE Holdings, the Company, the Company’s board of directors or management has hired any investment bank or other third party professional to evaluate the fairness of the price offered by BRE Holdings or the other terms of the Amended BRE Offer.

Holders of Preferred Shares must make their own decision whether to continue to hold their Preferred Shares or to tender their Preferred Shares to affiliates of MacKenzie Capital Management, LP (collectively, “MacKenzie”) or to BRE Holdings and, if so, how many shares to tender upon their own assessment of the value of the Preferred Shares, their liquidity needs and any other factors they deem relevant. In doing so, holders of Preferred Shares should read and evaluate carefully the information in the offer materials provided by MacKenzie and BRE Holdings and they should consult with their personal financial advisor or other legal, tax or investment professional(s) regarding their individual circumstances.

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell Preferred Shares. The complete terms and conditions of the Amended BRE Offer are set forth in the Offer to Purchase, the Amendment and Supplement to the Offer to Purchase and related letters of transmittal that were or will be sent to holders of Preferred Shares and are also available online on the Securities and Exchange Commission’s (the “SEC’s”) website at www.sec.gov as exhibits to the Tender Offer Statement on Schedule TO filed by BRE Holdings with the SEC on July 15, 2013, as amended.

BRE Holdings has retained American Stock Transfer & Trust Company, LLC to serve as the Depositary in connection with the Amended BRE Offer. Requests for documents, including letters of transmittal, may be directed to American Stock Transfer & Trust Company, LLC by telephone toll free at (877) 248-6417, or in writing at American Stock Transfer & Trust Company, LLC, Operations Center, 6201 15th Avenue, Brooklyn, New York 11219, Attention: Reorganization Department. Such documents will be furnished at the expense of BRE Holdings.

About BRE Select Hotels Corp

BRE Select Hotels Corp (the “Company”) is a non-listed real estate investment trust (REIT) focused on the ownership of upscale, extended-stay and select-service hotels. The Company’s hotels operate under the Homewood Suites by Hilton®, Hilton Garden Inn®, Hampton Inn®, Hampton Inn & Suites®, Courtyard® by Marriott®, Fairfield Inn® by Marriott®, Residence Inn® by Marriott®, SpringHill Suites® by Marriott®, TownePlace Suites® by Marriott® and Marriott®, brands. The Company’s focus is on the ownership of high-quality real estate that generates attractive returns for its investors. Its portfolio consists of 66 hotels, containing a total of 7,658 guestrooms diversified among 18 states. Additional information about the Company can be found online at www.bre-select-hotels.com.

Forward-Looking Information

This press release contains forward-looking statements. Such statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include the Company’s qualification as a REIT, which involves the application of highly technical and complex provisions of the Internal Revenue Code, and the factors discussed in the section entitled “Risk Factors” in its proxy statement/prospectus dated April 2, 2013, filed with the SEC in accordance with Rule 424(b) under the Securities Act of 1933, as amended, on April 2, 2013.

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