

MARRIOTT INTERNATIONAL INC /MD/  
Form SC 13D/A  
December 15, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 4)**

MARRIOTT INTERNATIONAL, INC.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

571903202

(CUSIP Number)

Stephanie M. Loughlin

Venable LLP

575 7<sup>th</sup> Street, N.W.

Washington, D.C. 20004 (202) 344-4874

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 9, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

**SCHEDULE 13D/A**

**CUSIP No. 571903202 Page 2 of 18 Pages**

NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**1**

JWM Family Enterprises, Inc.

52-1823618

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a) "

(b) "

SEC USE ONLY

**3**

SOURCE OF FUNDS

OO

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

**5**

ITEMS 2(d) or 2(e) "

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

<b>NUMBER OF</b>	<b>7</b>	<b>SOLE VOTING POWER</b>	<b>0</b>
<b>SHARES</b>			
<b>BENEFICIALLY</b>	<b>8</b>		
<b>OWNED BY</b>		<b>SHARED VOTING POWER</b>	<b>24,227,118*</b>
<b>EACH</b>			
<b>REPORTING</b>	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>	<b>0</b>
<b>PERSON</b>			
<b>WITH</b>	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>	<b>24,227,118*</b>

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**  
24,227,118\*\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**  
Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**  
6.2%\*\*\*

**14**TYPE OF REPORTING PERSON CO

\* Consists of the following: (a) 9,199,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P.; (b) 2,904,028 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P.; (c) 4,200,000 shares owned by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P.; and (d) 7,923,091 shares owned by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P.

\*\* JWM Family Enterprises, Inc., J.W. Marriott, Jr., John W. Marriott III, Deborah Marriott Harrison, David Sheets Marriott, Stephen Blake Marriott, The Juliana B. Marriott Marital Trust and Juliana B. Marriott (collectively, the “Potential Group Members”) may be deemed to be a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The aggregate number of shares beneficially owned by all of the Potential Group Members without duplication is 43,439,017, including 574,449 shares of Class A Common Stock attributable to stock options (“Options”), stock appreciation rights (“SARs”), and restricted stock units (“RSUs”) that are currently exercisable or exercisable within 60 days of December 8, 2016.

\*\*\* The denominator is based on 390,479,820 shares of Class A Common Stock outstanding as of October 21, 2016, as stated on the facing page of the Form 10-Q filed by Marriott International, Inc. for the quarter ended September 30, 2016 (the “Form 10-Q”).

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NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

**1**

JWM Family Enterprises, L.P.

52-1821926

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

OO

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

**5**

ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

<b>NUMBER OF</b>	<b>7</b>	<b>SOLE VOTING POWER</b>	<b>7,923,091*</b>
<b>SHARES</b>			
<b>BENEFICIALLY</b>	<b>8</b>		
<b>OWNED BY</b>		<b>SHARED VOTING POWER</b>	<b>16,304,027**</b>
<b>EACH</b>			
<b>REPORTING</b>	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>	<b>7,923,091*</b>
<b>PERSON</b>			
<b>WITH</b>	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>	<b>16,304,027**</b>

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11** 24,227,118

**CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

**12**

Not Applicable

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

6.2%\*\*\*

**14** TYPE OF REPORTING PERSON

PN

\* Consists of 7,923,091 shares held directly by JWM Family Enterprises, L.P.

\*\* Consists of the following: (a) 9,199,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P.; (b) 2,904,028 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P.; and (c) 4,200,000 shares owned by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P.

\*\*\* The denominator is based on 390,479,820 shares of Class A Common Stock outstanding as of October 21, 2016, as stated on the facing page of the Form 10-Q.



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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

J.W. Marriott, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a) "

(b) "

SEC USE ONLY

**3**

SOURCE OF FUNDS

OO

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

**5**

ITEMS 2(d) or 2(e) "

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**NUMBER OF 7** SOLE VOTING POWER

737,117\*

**SHARES**

**BENEFICIALLY**

**8**  
**OWNED BY** SHARED VOTING POWER 38,648,939\*\*

**EACH**

**9**  
**REPORTING** SOLE DISPOSITIVE POWER 737,117\*  
**PERSON**

**WITH**

**10** SHARED DISPOSITIVE POWER 38,648,939\*\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1139,386,056\*\*\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

10.1%\*\*\*\*

**14** TYPE OF REPORTING PERSON

IN

\* Consists of the following: (a) 240,024 shares held by J.W. Marriott, Jr. as sole trustee of a revocable trust; and (b) 497,093 shares attributable to SARs and RSUs held by J.W. Marriott, Jr. currently exercisable or exercisable within 60 days of December 8, 2016. SAR underlying share amounts are based on the \$83.49 closing price of Marriott International, Inc. Class A Common Stock on December 8, 2016.

\*\* Consists of the following: (a) 3,718,441 shares held by ten trusts for the benefit of the children of J.W. Marriott, Jr. and the children of Richard E. Marriott, for which J.W. Marriott, Jr. serves as a trustee; (b) 3,523,737 shares owned by The J. Willard & Alice S. Marriott Foundation, a charitable foundation, for which J.W. Marriott, Jr. serves as a trustee; (c) 4,846,110 shares held by a limited liability company, for which J.W. Marriott, Jr. serves as a manager; (d) 24,227,118 shares beneficially owned by JWM Family Enterprises, Inc.; (e)

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1,710,200 shares held by three trusts for the benefit of J.W. Marriott, Jr.'s children, for which the spouse of J.W. Marriott, Jr. serves as a trustee; (f) 49,575 shares owned by three trusts for the benefit of John W. Marriott III's children, for which the spouse of J.W. Marriott, Jr. serves as a trustee; (g) 48,000 shares owned by the J. Willard Marriott Jr. Foundation, for which J.W. Marriott, Jr. serves as a trustee; (h) 285,758 shares held by J.W. Marriott, Jr.'s spouse; and (i) 240,000 shares owned by The JWM Generations Trust, for which the spouse of J.W. Marriott, Jr. serves as a trustee. J.W. Marriott, Jr. disclaims beneficial ownership of the foregoing shares in excess of his pecuniary interest.

\*\*\* The Potential Group Members may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act. The aggregate number of shares beneficially owned by all of the Potential Group Members without duplication is 43,439,017, including 574,449 shares of Class A Common Stock attributable to Options, SARs, and RSUs that are currently exercisable or exercisable within 60 days of December 8, 2016.

\*\*\*\* The denominator is based on: (a) 390,479,820 shares of Class A Common Stock outstanding as of October 21, 2016, as stated on the facing page of the Form 10-Q; and (b) 497,093 shares Stock attributable to SARs and RSUs that are currently exercisable or exercisable within 60 days of December 8, 2016.

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

John W. Marriott III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) "

(b) "

SEC USE ONLY

3

SOURCE OF FUNDS

OO

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5

ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SOLE VOTING POWER

436,644\*

7

SHARES

<b>BENEFICIALLY</b>	<b>8</b>	SHARED VOTING POWER	24,972,284**
<b>OWNED BY</b>			
<b>EACH</b>			
<b>REPORTING</b>	<b>9</b>	SOLE DISPOSITIVE POWER	436,644*
<b>PERSON</b>			
<b>WITH</b>	<b>10</b>	SHARED DISPOSITIVE	24,972,284**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1125,408,928\*\*\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.5%\*\*\*\*

14 TYPE OF REPORTING PERSON

IN

\* Consists of 436,644 shares held directly by John W. Marriott III.

\*\* Consists of the following: (a) 24,227,118 shares beneficially owned by JWM Family Enterprises, Inc.; (b) 179,166 shares owned by three trusts for the benefit of John W. Marriott III's children, for which John W. Marriott III serves as a trustee; (c) 240,000 shares owned by The JWM Generations Trust, for which John W. Marriott III serves as a trustee; (d) 251,000 shares owned by a life insurance trust, for which John W. Marriott III serves as a trustee; and (e)

75,000 shares owned by a trust for the descendants of John W. Marriott III, for which John W. Marriott III serves as a trustee. John W. Marriott III disclaims beneficial ownership of all of the foregoing shares in excess of his pecuniary interest.

\*\*\* The Potential Group Members may be deemed to be a “group” within the meaning of Section 13(d)(3) of the Exchange Act. The aggregate number of shares beneficially owned by all of the Potential Group Members without duplication is 43,439,017, including 574,449 shares of Class A Common Stock issuable upon the exercise of Options, SARs, and RSUs that are currently exercisable or exercisable within 60 days of December 8, 2016.

\*\*\*\* The denominator is based on 390,479,820 shares of Class A Common Stock outstanding as of October 21, 2016, as stated on the facing page of the Form 10-Q.

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Deborah Marriott Harrison

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) "

(b) "

SEC USE ONLY

3

SOURCE OF FUNDS

OO

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

5

ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SOLE VOTING POWER

273,486\*

7

SHARES



**BENEFICIALLY** 8 SHARED VOTING POWER 29,175,244\*\*

**OWNED BY**

**EACH**

**REPORTING** 9 SOLE DISPOSITIVE POWER 262,415\*

**PERSON**

**WITH** 10 SHARED DISPOSITIVE POWER 29,175,244\*\*

*AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*

1129,448,730\*\*\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.5%\*\*\*\*

14

TYPE OF REPORTING PERSON

IN

\* Consists of (a) 120,468 shares held directly by Deborah Marriott Harrison; (b) 153,000 shares held in a grantor-retained annuity trust; and (c) 18 shares attributable to SARs and RSUs held by Deborah Marriott Harrison currently exercisable or exercisable within 60 days of December 8, 2016. SAR underlying share amounts are based on the \$83.49 closing price of Marriott International, Inc. Class A Common Stock on December 8, 2016.

\*\* Consists of the following: (a) 24,227,118 shares beneficially owned by JWM Family Enterprises, Inc.; (b) 3,523,737 shares owned by The J. Willard & Alice S. Marriott Foundation, a charitable foundation, for which

Deborah Marriott Harrison serves as a trustee; (c) 16,491 shares held directly by Deborah Marriott Harrison's husband, Ronald Taylor Harrison; (d) 179,166 shares held in three trusts for the benefit of John W. Marriott III's children, for which Deborah Marriott Harrison serves as a trustee; (e) 6,420 shares held in two trusts for the benefit of Deborah Marriott Harrison's grandchildren, for which Deborah Marriott Harrison serves as a trustee; (f) 303,142 shares held in four trusts for the benefit of Deborah Marriott Harrison's children, for which Deborah Marriott Harrison serves as a trustee; (g) 54,920 shares

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held in a limited liability company, for which Deborah Marriott Harrison serves as a manager; (h) 110,561 shares held in a limited liability company, for which Deborah Marriott Harrison's spouse serves as a manager; (i) 53,479 shares subject to SARs and RSUs held by Deborah Marriott Harrison's spouse, currently exercisable or exercisable within 60 days of December 8, 2016; (j) 240,000 shares owned by The JWM Generations Trust, for which Deborah Marriott Harrison serves as a trustee; (k) 251,000 shares owned by a life insurance trust, for which Deborah Marriott Harrison serves as a trustee; and (l) 209,210 shares held in a trust for the benefit of Deborah Marriott Harrison's descendants, for which Deborah Marriott Harrison serves as a trustee. Deborah Marriott Harrison disclaims beneficial ownership of all of the foregoing shares in excess of her pecuniary interest.

\*\*\* The Potential Group Members may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Exchange Act. The aggregate number of shares beneficially owned by all of the Potential Group Members without duplication is 43,439,017, including 574,449 shares of Class A Common Stock issuable upon the exercise of Options, SARs, and RSUs that are currently exercisable or exercisable within 60 days of December 8, 2016.

\*\*\*\* The denominator is based on: (a) 390,479,820 shares of Class A Common Stock outstanding as of October 21, 2016, as stated on the facing page of the Form 10-Q; and (b) 53,496 shares subject to SARs and RSUs exercisable within 60 days of December 8, 2016.

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NAME OF REPORTING PERSON

**1** I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

The Juliana B. Marriott Marital Trust

46-6976704

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

OO

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

**5**

ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

<b>NUMBER OF</b>	<b>7</b>	<b>SOLE VOTING POWER</b>	<b>503,895*</b>
<b>SHARES</b>			
<b>BENEFICIALLY</b>	<b>8</b>	<b>SHARED VOTING POWER</b>	<b>24,227,118**</b>
<b>OWNED BY</b>			
<b>EACH</b>	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>	<b>503,895*</b>
<b>REPORTING</b>			
<b>PERSON</b>	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b>	<b>24,227,118**</b>
<b>WITH</b>			

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1124,731,013\*\*\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.3%\*\*\*\*

14TYPE OF REPORTING PERSON

OO

\* Consists of 503,895 shares held directly by The Juliana B. Marriott Marital Trust (the "Marital Trust").

\*\* Consists of 24,227,118 shares beneficially owned by JWM Family Enterprises, Inc. The Marital Trust disclaims beneficial ownership of the foregoing shares in excess of its pecuniary interest.

\*\*\* The Potential Group Members may be deemed to be a “group” within the meaning of Section 13(d)(3) of the Exchange Act. The aggregate number of shares beneficially owned by all of the Potential Group Members without duplication is 43,439,017, including 574,449 shares of Class A Common Stock issuable upon the exercise of Options, SARs, and RSUs that are currently exercisable or exercisable within 60 days of December 8, 2016.

\*\*\*\* The denominator is based on 390,479,820 shares of Class A Common Stock outstanding as of October 21, 2016, as stated on the facing page of the Form 10-Q.

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**CUSIP No. 571903202 Page 10 of 18 Pages**

NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Juliana B. Marriott

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

OO

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

**5**

ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**NUMBER OF** **7** SOLE VOTING POWER

42,000\*

**SHARES**

**BENEFICIALLY**

**8**  
**OWNED BY** SHARED VOTING POWER 25,210,034\*\*

**EACH**

**9**  
**REPORTING** SOLE DISPOSITIVE POWER 42,000\*  
**PERSON**

**WITH**

**10** SHARED DISPOSITIVE POWER 25,210,034\*\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1125,252,034\*\*\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

6.5%\*\*\*\*

**14** TYPE OF REPORTING PERSON

IN

\* Consists of 42,000 shares held directly by Juliana B. Marriott.

\*\* Consists of the following: (a) 24,731,013 shares beneficially owned by the Marital Trust, for which Juliana B. Marriott serves as a trustee; (b) 290,000 shares held in trust for the descendants of Stephen Garff Marriott, for which Juliana B. Marriott serves as a trustee; and (c) 189,021 shares held in six trusts for the benefit of Juliana B. Marriott's



children, for which Juliana B. Marriott serves as a trustee. Juliana B. Marriott disclaims beneficial ownership of the foregoing shares in excess of her pecuniary interest.

\*\*\* The Potential Group Members may be deemed to be a “group” within the meaning of Section 13(d)(3) of the Exchange Act. The aggregate number of shares beneficially owned by all of the Potential Group Members without duplication is 43,439,017, including 574,449 shares of Class A Common Stock issuable upon the exercise of Options, SARs, and RSUs that are currently exercisable or exercisable within 60 days of December 8, 2016.

\*\*\*\* The denominator is based on 390,479,820 shares of Class A Common Stock outstanding as of October 21, 2016, as stated on the facing page of the Form 10-Q.

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Stephen Blake Marriott

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

OO

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

**5**

ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**NUMBER OF** **7** SOLE VOTING POWER

149,334\*

**SHARES**

**BENEFICIALLY**

**8**  
**OWNED BY**      SHARED VOTING POWER      24,232,215\*\*

**EACH**

**9**  
**REPORTING**      SOLE DISPOSITIVE POWER      149,334\*  
**PERSON**

**WITH**

**10** SHARED DISPOSITIVE POWER      24,232,215\*\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1124,381,549\*\*\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

6.2%\*\*\*\*

**14**TYPE OF REPORTING PERSON

IN

\* Consists of 149,334 shares held directly by Stephen Blake Marriott.

\*\* Consists of the following: (a) 24,227,118 shares beneficially owned by JWM Family Enterprises, Inc.; and (b) 5,097 shares held by two trusts for the benefit of his nephews, for which Stephen Blake Marriott serves as a trustee.

Stephen Blake Marriott disclaims beneficial ownership of the foregoing shares in excess of his pecuniary interest.

\*\*\* The Potential Group Members may be deemed to be a “group” within the meaning of Section 13(d)(3) of the Exchange Act. The aggregate number of shares beneficially owned by all of the Potential Group Members without duplication is 43,439,017, including 574,449 shares of Class A Common Stock issuable upon the exercise of Options, SARs, and RSUs that are currently exercisable or exercisable within 60 days of December 8, 2016.

\*\*\*\* The denominator is based on 390,479,820 shares of Class A Common Stock outstanding as of October 21, 2016, as stated on the facing page of the Form 10-Q.

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NAME OF REPORTING PERSON

11.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

David Sheets Marriott

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**

(a) "

(b) "

SEC USE ONLY

**3**

SOURCE OF FUNDS

OO

**4**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

**5**

ITEMS 2(d) or 2(e) "

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**NUMBER OF**    **7** SOLE VOTING POWER

670,842\*

**SHARES**

**BENEFICIALLY**

**8**  
**OWNED BY** SHARED VOTING POWER 29,409,339\*\*

**EACH**

**9**  
**REPORTING** SOLE DISPOSITIVE POWER 670,842\*  
**PERSON**

**WITH**

**10** SHARED DISPOSITIVE POWER 29,409,339\*\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1130,080,181\*\*\*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**12**

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

7.7%\*\*\*\*

**14** TYPE OF REPORTING PERSON

IN

\* Consists of the following: (a) 647,001 shares held directly David Sheets Marriott; and (b) 23,841 shares subject to Options, SARs, and RSUs currently exercisable or exercisable within 60 days of December 8 2016. SAR underlying share amounts are based on the \$83.49 closing price of Marriott International, Inc. Class A Common Stock on December 8, 2016.

\*\* Consists of the following: (a) 24,227,118 shares beneficially owned by JWM Family Enterprises, Inc.; (b) 15,418 shares held by David Sheets Marriott's spouse; (c) 75,252 shares held by four trusts for the benefit of David Sheets Marriott's children, for which David Sheets Marriott serves as a trustee; (d) 240,000 shares owned by The JWM Generations Trust, for which David Sheets Marriott serves as a trustee; (e) 251,000 shares owned by a life insurance trust, for which David Sheets Marriott serves as a trustee; (f) 75,000 shares owned by a trust for the descendants of John W. Marriott III, for which David Sheets Marriott serves as a trustee; (g) 142,565 shares owned by a trust for the descendants of David Sheets Marriott, for which David Sheets Marriott serves as a trustee; (h) 290,000 shares held in trust for the descendants of Stephen Garff Marriott, for which David Sheets Marriott serves as a trustee; (i) 503,895 shares held by a trust for the benefit of Juliana B. Marriott, for which David Sheets Marriott serves as a trustee; (j) 3,523,737 shares owned by The J. Willard & Alice S. Marriott Foundation, a charitable foundation, for which David Sheets Marriott serves as a trustee; and (k) 65,354 shares held by two trusts for the benefit of a nephew, for which David Sheets Marriott serves as a trustee. David Sheets Marriott disclaims beneficial ownership of the foregoing shares in excess of his pecuniary interest.

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\*\*\* The Potential Group Members may be deemed to be a “group” within the meaning of Section 13(d)(3) of the Exchange Act. The aggregate number of shares beneficially owned by all of the Potential Group Members without duplication is 43,439,017, including 574,449 shares of Class A Common Stock issuable upon the exercise of Options, SARs, and RSUs that are currently exercisable or exercisable within 60 days of December 8, 2016.

\*\*\*\* The denominator is based on: (a) 390,479,820 shares of Class A Common Stock outstanding as of October 21, 2016, as stated on the facing page of the Form 10-Q; and (b) 23,841 shares subject to Options, SARs and RSUs currently exercisable or exercisable within 60 days of December 8, 2016.



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Marriott International, Inc.

This Amendment No. 4 (this “Amendment No. 4”) amends, supplements and to the extent inconsistent with, supersedes the Schedule 13D filed by J.W. Marriott, Jr., John W. Marriott III, Deborah Marriott Harrison, Stephen Blake Marriott and David Sheets Marriott (together with Juliana B. Marriott, the “Individual Reporting Persons”), and the Estate of Stephen Garff Marriott (the “Estate”), JWM Family Enterprises, Inc. (“Family Corp”) and JWM Family Enterprises, L.P. (“Family L.P.” and, collectively with the Individual Reporting Persons, Family Corp and The Juliana B. Marriott Marital Trust, the “Reporting Persons”) on May 26, 2006, as amended by Amendment No. 1 filed on April 21, 2009, Amendment No. 1 filed on March 13, 2012, Amendment No. 2 filed on November 21, 2013 and Amendment No. 3 filed on January 29, 2015 (as amended, the “Schedule 13D”). Amendment No. 3 constituted an “exit filing” with respect to the Estate.

## **Item 2. Identity and Background**

Item 2 of the Schedule 13D is hereby deleted in its entirety and substituted by the following:

The Individual Reporting Persons, The Juliana B. Marriott Marital Trust (the “Marital Trust” and, together with Family Corp and Family L.P., the “Organizations”) and Family Corp may be deemed to be a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), due to the provisions of the Second Amended and Restated Stockholders Agreement, effective as of September 30, 2013 (the “Stockholders Agreement”), as described in Item 4. Except as expressly set forth in this Amendment No. 4, each Reporting Person disclaims beneficial ownership of the shares of Class A Common Stock beneficially owned by any other Reporting Person.

To the best knowledge of the Reporting Persons, the name, business address and present principal occupation or employment of each Individual Reporting Person is set forth on Appendix A hereto, which is incorporated by reference herein. The Marital Trust is a trust formed under the laws of Maryland. Family L.P. is a limited partnership organized under the laws of the State of Delaware. Family L.P.’s principal business is the ownership and operation of hotels. The general partner of Family L.P. is Family Corp. Family Corp is a corporation organized under the laws of the State of Delaware. Family Corp’s principal business is the ownership and operation of hotels. The directors and executive officers of Family Corp are set forth on Appendix A hereto. The business address of each Organization is 9737 Washingtonian Boulevard, Suite 404, Gaithersburg, MD 20878.

To the best knowledge of the Reporting Persons, during the last five years, none of the Reporting Persons, or the directors and executive officers of Family Corp has been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors).

To the best knowledge of the Reporting Persons, during the last five years, none of the Reporting Persons, or the directors and executive officers of Family Corp has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as the result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

To the best knowledge of the Reporting Persons, each Individual Reporting Person, and the directors and executive officers of Family Corp are citizens of the United States of America.

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Marriott International, Inc.

#### **Item 4. Purpose of the Transaction**

The text under each heading listed below of Item 4 of the Schedule 13D is hereby supplemented and amended by the following:

##### Family Corp Pledged Shares

As of the date of this Amendment No. 4, of the shares of Class A Common Stock beneficially owned by Family Corp, 4,800,000 shares have been pledged as collateral in connection primarily with investments in hotel properties.

##### Foundation Stock Trading Plan

The Foundation Stock Trading Plan was terminated on May 29, 2015.

The follow text is hereby added to Item 4:

##### Other Pledged Shares

As of the date of this Amendment No. 4, of the shares of Class A Common Stock held directly by John W. Marriott III, 70,760 shares have been pledged as collateral.

As of the date of this Amendment No. 4, of the shares of Class A Common Stock held directly by Stephen Blake Marriott, 149,334 shares have been pledged as collateral.

As of the date of this Amendment No. 4, of the shares of Class A Common Stock held directly by trusts of which J.W. Marriott, Jr. is a trustee, 865,363 shares have been pledged as collateral.

As of the date of this Amendment No. 4, of the shares of Class A Common Stock held directly by a trust of which John W. Marriott III and Deborah Marriott Harrison are trustees, 70,203 shares have been pledged as collateral.

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Marriott International, Inc.

### Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby deleted in its entirety and substituted by the following:

(a) See Items 11 and 13 and the footnotes thereto of the cover pages to this Amendment No. 4, which are incorporated herein by reference, for the aggregate number of shares and percentage of Class A Common Stock owned by each Reporting Person.

(b) See Items 7-10 and the footnotes thereto of the cover pages to this Amendment No. 4, which are incorporated herein by reference, for the aggregate number of shares of Class A Common Stock beneficially owned by each of the Reporting Persons as to which there is sole power to vote or to direct the vote, shared power to vote or direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of such shares of Class A Common Stock.

(c) The following Reporting Persons have effected transactions in the Class A Common Stock during the past sixty days:

- On November 10, 2016, Stephen Blake Marriott sold 4,500 shares.
- On November 21, 2016, John W. Marriott III sold 50,000 shares.
- On December 8, 2016, David Sheets Marriott sold 7,254 shares.
- On December 8, 2016, the Marital Trust sold 18,190 shares.
- On December 12, 2016, the Marital Trust sold 16,810 shares.

(d) Except as provided in Item 4 and as described in the footnotes to the cover pages of this Amendment No. 4, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Class A Common Stock referred to in paragraphs (a) and (b) above.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby deleted in its entirety and substituted by the following:

The description of the material terms of the Stockholders Agreement set forth in Item 4 is incorporated herein by this reference.

The Reporting Persons have also entered into a Joint Filing Agreement dated as of December 14, 2016, a copy of which is filed as Exhibit 7.01 with this Amendment No. 4.

**Item 7. Material to be Filed as Exhibits**

Exhibit 7.01 Joint Filing Agreement, dated as of December 14, 2016.

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Marriott International, Inc.

**Signature**

After reasonable 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.

December 14, 2016 By: /s/ J.W. Marriott, Jr.  
Date J.W. Marriott, Jr.

By: /s/ Deborah Marriott Harrison  
Deborah Marriott Harrison

The Juliana B. Marriott Marital Trust

By: /s/ Juliana B. Marriott  
Name: Juliana B. Marriott  
Title: Trustee

By: /s/ Juliana B. Marriott  
Juliana B. Marriott

By: /s/ John W. Marriott III  
John W. Marriott III

By: /s/ David Sheets Marriott  
David Sheets Marriott

By: /s/ Stephen Blake Marriott  
Stephen Blake Marriott

JWM Family Enterprises, Inc.

By: /s/ Jacqueline M. Perry  
Name: Jacqueline M. Perry  
Title: Treasurer





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Marriott International, Inc.

JWM Family Enterprises, L.P.

By: JWM Family Enterprises,  
Inc., its General Partner

By: /s/ Jacqueline M. Perry  
Name: Jacqueline M. Perry  
Title: Treasurer

Appendix A

Individual Reporting Persons

<u>Name</u>	<u>Business Address</u>	<u>Principal Occupation</u>
	Marriott International, Inc.	
J.W. Marriott, Jr.*	10400 Fernwood Road Bethesda, MD 20817 Marriott International, Inc.	Executive Chairman and Chairman of the Board, Marriott International, Inc.
Deborah Marriott Harrison*	10400 Fernwood Road Bethesda, MD 20817 JWM Family Enterprises, Inc.	Global Officer, Marriott Culture and Business Councils, Marriott International, Inc.
Juliana B. Marriott	9737 Washingtonian Blvd, Suite 404 Gaithersburg, MD 20878 JWM Family Enterprises, Inc.	Interior Designer, Self-Employed
John W. Marriott III	9737 Washingtonian Blvd, Suite 404 Gaithersburg, MD 20878 Marriott International, Inc.	Consultant, JWM Family Enterprises, Inc.
David Sheets Marriott	10400 Fernwood Road Bethesda, MD 20817 JWM Family Enterprises, Inc.	Chief Operations Officer – Americas Eastern Region, Marriott International, Inc.
Stephen Blake Marriott	9737 Washingtonian Blvd, Suite 404 Gaithersburg, MD 20878	Graduate Student

\* Director of Marriott International, Inc.

JWM Family Enterprises, Inc.

<u>Name</u>	<u>Business Address</u>	<u>Principal Occupation</u>
	Marriott International, Inc.	
J.W. Marriott, Jr.*	10400 Fernwood Road Bethesda, MD 20817 Marriott International, Inc.	Executive Chairman and Chairman of the Board, Marriott International, Inc.
Deborah Marriott Harrison**	10400 Fernwood Road Bethesda, MD 20817 JWM Family Enterprises, Inc.	Global Officer, Marriott Culture and Business Councils, Marriott International, Inc.
John W. Marriott III**	9737 Washingtonian Blvd, Suite 404 Gaithersburg, MD 20878 Marriott International, Inc.	Consultant, JWM Family Enterprises, Inc.
David Sheets Marriott**	10400 Fernwood Road Bethesda, MD 20817 JWM Family Enterprises, Inc.	Chief Operations Officer – Americas Eastern Region, Marriott International, Inc.
Stephen Blake Marriott**	9737 Washingtonian Blvd, Suite 404 Gaithersburg, MD 20878 4310 42nd Street, N.W.	Graduate Student
Richard L. Braunstein**	Washington, DC 20016 Venable LLP	Retired
Jeffrey Kurzweil**	575 7th Street, NW Washington, DC 20004 Marriott Vacations Worldwide Corp.	Partner, Venable LLP
William J. Shaw**	6649 Westwood Blvd., Suite 500 Orlando, FL 32821	Chairman of the Board, Marriott Vacations Worldwide Corporation

JWM Family Enterprises, Inc.

Kevin M. Kimball      9737 Washingtonian Blvd,      President and CEO of JWM Family Enterprises, Inc.  
Suite 404  
Gaithersburg, MD 20878

\* Chairman of the Board of Directors of JWM Family Enterprises, Inc.

\*\* Director of JWM Family Enterprises, Inc.

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