

Dobrusin Charles E  
Form SC 13D/A  
December 04, 2012

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO § 204.13d-1(a) AND AMENDMENTS THERETO FILED**

**PURSUANT TO § 240.13d-2(a)**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 4)**

## **Hyatt Hotels Corporation**

**(Name of Issuer)**

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

**(Title of Class of Securities)**

**448579102**

**(CUSIP Number)**

**Charles E. Dobrusin**

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**104 South Michigan Ave., Suite 1000**

**Chicago, IL 60603**

**(312) 436-1202**

**Harry B. Rosenberg**

**10 S. Wacker Dr., Suite 4000**

**Chicago, IL 60606**

**(312) 207-6456**

**(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)**

**November 30, 2012**

**(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

The information required in 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 ( Act ) 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).

(Continued on following pages)

(Page 1 of 17 Pages)

1. Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of the trusts listed on Appendix A-1.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting \*3,775,840

person 9. Sole dispositive power

with

0

10. Shared dispositive power

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\*3,775,840

11. Aggregate amount beneficially owned by each reporting person

\*3,775,840

12. Check if the aggregate amount in Row (11) excludes certain shares

13. Percent of class represented by amount in Row (11)

2.3%\*

14. Type of reporting person

OO

\* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), and Class A Common Stock issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Persons (as defined in this Amendment No. 4 to Schedule 13D) are party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D, filed with the SEC by the Reporting Persons on August 26, 2010, as amended), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Persons may be deemed to be members of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons and the Separately Filing Group Members. Shares listed as beneficially owned by each Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 164,002,394 shares of Common Stock outstanding as of October 26, 2012. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class A Common Stock owned by the Reporting Persons represent less than 0.1% of the total voting power of the Common Stock as of October 26, 2012. The shares of Class B Common Stock owned by the Reporting Persons represent 3.1% of the total voting power of the Common Stock as of October 26, 2012. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 26, 2012, which is comprised of 45,387,810 shares of Class A Common Stock and 118,614,584 shares of Class B Common Stock, and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

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1. Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Mary Parthe, not individually, but solely as trustee of the trusts listed on Appendix A-2.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 21,128\*

person 9. Sole dispositive power

with

0

10. Shared dispositive power

21,128\*

11. Aggregate amount beneficially owned by each reporting person

21,128\*

12. Check if the aggregate amount in Row (11) excludes certain shares

13. Percent of class represented by amount in Row (11)

Less than 0.1%

14. Type of reporting person

OO

\* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

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1. Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

JP Morgan Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Appendix A-3.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Bahamas

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 1,113,788\*

9. Sole dispositive power

person

with

0  
10. Shared dispositive power

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1,113,788\*

11. Aggregate amount beneficially owned by each reporting person

1,113,788\*

12. Check if the aggregate amount in Row (11) excludes certain shares

13. Percent of class represented by amount in Row (11)

0.7%\*

14. Type of reporting person

OO

\* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

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1. Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

CIBC Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Appendix A-4.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Bahamas

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 57,003\* 9. Sole dispositive power

person

with

0 10. Shared dispositive power

57,003\*

11. Aggregate amount beneficially owned by each reporting person

57,003\*

12. Check if the aggregate amount in Row (11) excludes certain shares

13. Percent of class represented by amount in Row (11)

less than 0.1%\*

14. Type of reporting person

OO

\* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Persons (as defined in this Amendment No. 4 to Schedule 13D) are party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D, filed with the SEC by the Reporting Persons on August 26, 2010, as amended), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Persons may be deemed to be members of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons and the Separately Filing Group Members. Shares listed as beneficially owned by each Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 164,002,394 shares of Common Stock outstanding as of October 26, 2012. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represents less than 0.1% of the total voting power of the Common Stock as of October 26, 2012. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 26, 2012, which is comprised of 45,387,810 shares of Class A Common Stock and 118,614,584 shares of Class B Common Stock, and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

EXPLANATORY NOTE: This constitutes Amendment No. 4 ( Amendment No. 4 ) to the Schedule 13D filed by the Reporting Persons with the SEC on August 26, 2010 pursuant to Section 13(d) of the Act, and Rule 13d-1(a) thereunder, as previously amended by Amendment No. 1 filed by the Reporting Persons with respect to the Issuer on September 9, 2010 ( Amendment No. 1 ) and further amended by Amendment No. 2 filed by the Reporting Persons with respect to the Issuer on May 18, 2011 ( Amendment No. 2 ) and further amended by Amendment No. 3 filed by the Reporting Persons with respect to the Issuer on December 7, 2011 ( Amendment No. 3 ) (as so amended, the Schedule 13D ). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein. Only those items amended are reported herein. Capitalized terms used in this Amendment No. 4 without being defined herein have the respective meanings given to them in the Schedule 13D.

Schedule A attached to the Schedule 13D is replaced in its entirety by Schedule A attached hereto, and all references to Schedule A in the Schedule 13D shall be to Schedule A attached hereto. Schedule B attached to the Schedule 13D is replaced in its entirety by Schedule B attached hereto, and all references to Schedule B in the Schedule 13D shall be to Schedule B attached hereto.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is amended and supplemented as follows:

On November 30, 2012, Thomas J. Pritzker, Marshall E. Eisenberg and Karl J. Beyer resigned as co-trustees of each of the U.S. Situs Trusts. Charles E. Dobrusin and Harry B. Rosenberg were appointed as successor co-trustees of certain of such trusts, which are listed on Appendix A-5 hereto (the Change of Trustee ). Due to the Change of Trustee, the shares of Common Stock held by the trusts listed on Appendix A-5 hereto are now beneficially owned by Charles E. Dobrusin and Harry B. Rosenberg, solely in their capacity as co-trustees of such trusts.

No consideration was paid in connection with the Change of Trustee and the Change of Trustee constitutes a Permitted Transfer as defined in the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock held by the trusts listed on Appendix A-5 hereto remain shares of Class B Common Stock following the Change of Trustee.

**Item 4. Purpose of Transaction**

Item 4 of Schedule 13D is amended and supplemented as follows:

The Change of Trustee was completed on November 30, 2012 as described in Item 3 of this Amendment No. 4.

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

Item 5 of Schedule 13D is amended and supplemented as follows:

(a)-(b) As of the date hereof, the Reporting Persons in the aggregate may be deemed to be the beneficial owners of 8,470 shares of currently issued shares of Class A Common Stock and 4,959,289 shares of Class A Common Stock issuable upon conversion of 4,959,289 shares of Class B Common Stock beneficially owned by the Reporting Persons. Based on the number of shares of Class B Common Stock outstanding as of October 26, 2012, the number of shares of Class B Common Stock beneficially owned by the Reporting Persons represents 4.2% of the total number of shares of Class B Common Stock outstanding. Based on the number of shares of Common Stock outstanding as of October 26, 2012, the number of shares of Common Stock beneficially owned by the Reporting Persons represents 3.0% of the total number of shares of Common Stock outstanding and 4.0% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule A attached to this Amendment No. 4 amends and restates, in its entirety, Schedule A attached to the Schedule 13D. Schedule A attached to this Amendment No. 4 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by each Reporting Person.

Schedule B attached to this Amendment No. 4 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 4 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by the Reporting Persons and each Separately Filing Group Member. All information with regard to the Separately Filing Group Members is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members.

The Change of Trustee did not impact the number of shares or the percentage of the Common Stock beneficially owned by the Pritzker Family Group.

(c) The Change of Trustee was completed on November 30, 2012, as described in Item 3 of this Amendment No. 4.

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

Item 6 of the Schedule 13D is amended and supplemented as follows:

On November 30, 2012, Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of the trusts listed on Appendix A-5, executed a joinder to, and thereby became subject to the provisions of, the Global Hyatt Agreement.

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

Exhibit 12 Secretary's Certificate of JP Morgan Trust Company (Bahamas) Limited evidencing authority of signatories to sign and file Schedule 13D and related documents on behalf of JP Morgan Trust Company (Bahamas) Limited.

**SIGNATURES**

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.

Dated: December 4, 2012

/s/ Charles E. Dobrusin  
Charles E. Dobrusin,

not individually, but solely in his capacity as co-trustee of  
the trusts listed on Appendix A-1

/s/ Harry B. Rosenberg  
Harry B. Rosenberg,

not individually, but solely in his capacity as co-trustee of  
the trusts listed on Appendix A-1

/s/ Mary Parthe  
Mary Parthe,

not individually, but solely in her capacity as trustee of  
the trusts listed on Appendix A-2

JP Morgan Trust Company (Bahamas) Limited,

not individually, but solely in its capacity as trustee of the  
trusts listed on Appendix A-3

By: /s/ Marsya L. Cates  
Name: Marsya L. Cates  
Title: Authorized Signatory\*

By: /s/ Monique C. Knowles  
Name: Monique C. Knowles  
Title: Authorized Signatory\*

\* A Secretary's Certificate evidencing the authority of such persons to sign and file this Amendment No. 4 on behalf of JP Morgan Trust Company (Bahamas) Limited is filed as Exhibit 12 to this Amendment No. 4.

**CIBC Trust Company (Bahamas) Limited, not individually, but solely in its capacity as trustee of the trusts listed on Appendix A-4**

By: /s/ Schevon Miller  
Name: Schevon Miller  
Title: Authorized Signatory\*\*

By: /s/ Carlis E. Chisholm  
Name: Carlis E. Chisholm  
Title: Authorized Signatory\*\*

\*\* A Secretary's Certificate evidencing the authority of such persons to file this Amendment No. 4 on behalf of CIBC Trust Company (Bahamas) Limited was previously filed as Exhibit 6 to the Schedule 13D and is incorporated herein by reference.

**Appendix A-1**

JNP 2010-P.G. Trust

JNP Parachute Mirror Trust K

JNP Parachute Mirror Trust L

JNP Parachute Trust #2

JNP Parachute Mirror Trust A

JNP Parachute Mirror Trust B

LaSalle Trust #50

LaSalle Trust #55

LaSalle G.C. Trust #6

Don G.C. Trust #5

R.A. G.C. Trust #5

A.N.P. Trust #22 James

A.N.P. Trust #24 James

A.N.P. Trust #28 James

A.N.P. Trust #30 James

**Appendix A-2**

Tal LaSalle Mirror Trust #17D

Tal 2010 ECI Family Trust #4

**Appendix A-3**

JNP 2010 Parachute Trust N2

JNP 2010 Parachute Trust N3

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**Appendix A-4**

THP 2010 Trust N2

WJP 2010 Trust N2

1740-40 AANP Trust

**Appendix A-5**

LaSalle Trust #50

LaSalle Trust #55

LaSalle G.C. Trust #6

Don G.C. Trust #5

R.A. G.C. Trust #5

A.N.P. Trust #22 James

A.N.P. Trust #24 James

A.N.P. Trust #28 James

A.N.P. Trust #30 James

**Schedule A****Certain Information Regarding the****Reporting Persons<sup>1</sup>**

Name of Beneficial Owner	Class A		Class B		% of Total	% of Total
	Common Shares	Stock <sup>2</sup> % of Class A	Common Shares	Stock <sup>3</sup> % of Class B	Common Stock <sup>4</sup>	Voting Power <sup>5</sup>
Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of the trusts listed on <a href="#">Appendix A-1</a>	8,470	*	3,767,370	3.2%	2.3%	3.1%
Mary Parthe, not individually, but solely as trustee of the trusts listed on <a href="#">Appendix A-2</a>			21,128	*	*	*
JP Morgan Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on <a href="#">Appendix A-3</a>			1,113,788	0.9%	0.7%	0.9%
CIBC Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on <a href="#">Appendix A-4</a>			57,003	*	*	*

\* less than 0.1% beneficial ownership

<sup>1</sup> All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012.

<sup>2</sup> The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 45,387,810 shares of the Class A Common Stock outstanding as of October 26, 2012, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>3</sup> The information shown in the table with respect to the percentage of Class B Common Stock beneficially owned is based on 118,614,584 shares of Class B Common Stock outstanding as of October 26, 2012.

<sup>4</sup> The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 45,387,810 shares of Class A Common Stock and 118,614,584 shares of Class B Common Stock outstanding as of October 26, 2012.

<sup>5</sup> With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of the Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of October 26, 2012, which is comprised of 45,387,810 shares of Class A Common Stock and 118,614,584 shares of Class B Common Stock, and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

**Schedule B****Certain Information Regarding the****Separately Filing Group Members<sup>1</sup>**

Separately Filing Group Member	Class A Common Stock <sup>2</sup>		Class B Common Stock <sup>3</sup>		% of Total Common Stock <sup>4</sup>	% of Total Voting Power <sup>5</sup>
	Shares	% of Class A	Shares	% of Class B		
Co-Trustees of the U.S. Situs Trusts <sup>6</sup>						
Trustee of the Non-U.S. Situs Trusts <sup>7</sup>			3,447,946	2.9%	2.1%	2.8%
Trustees of the Thomas J. Pritzker Family Trusts and Other Reporting Persons <sup>8</sup>			20,900,329	17.6%	12.7%	17.0%
Trustees of the Nicholas J. Pritzker Family Trusts and Other Reporting Persons <sup>9</sup>			5,698,814	4.8%	3.5%	4.6%
Trustees of the James N. Pritzker Family Trusts <sup>10</sup>	8,470	*	4,959,289	4.2%	3.0%	4.0%
Trustees of the John A. Pritzker Family Trusts <sup>11</sup>			64,941	*	*	*
Trustees of the Linda Pritzker Family Trusts <sup>12</sup>			38,307	*	*	*
Trustees of the Karen L. Pritzker Family Trusts <sup>13</sup>			8,584,104	7.2%	5.2%	7.0%
Trustees of the Penny Pritzker Family Trusts and Other Reporting Persons <sup>14</sup>	10,499	*	10,018,946	8.4%	6.1%	8.1%
Trustees of the Daniel F. Pritzker Family Trusts <sup>15</sup>			10,001,457	8.4%	6.1%	8.1%
Trustees of the Anthony N. Pritzker Family Trusts <sup>16</sup>			6,186,817	5.2%	3.8%	5.0%
Trustees of the Gigi Pritzker Pucker Family Trusts and Other Reporting Persons <sup>17</sup>			17,550,065	14.8%	10.7%	14.3%
Trustees of the Jay Robert Pritzker Family Trusts <sup>18</sup>			6,051,483	5.1%	3.7%	4.9%
Trustee of the Richard Pritzker Family Trusts <sup>19</sup>						
<b>Pritzker Family Group Totals</b>	<b>18,969</b>	<b>*</b>	<b>93,502,498</b>	<b>78.8%</b>	<b>57.0%</b>	<b>75.9%</b>

\* Less than 1% beneficial ownership

<sup>1</sup> All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012.

<sup>2</sup> The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 45,387,810 shares of the Class A Common Stock outstanding as of October 26, 2012, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>3</sup> The information shown in the table with respect to the percentage of Class B Common Stock beneficially owned is based on 118,614,584 shares of Class B Common Stock outstanding as of October 26, 2012.

<sup>4</sup> The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 45,387,810 shares of Class A Common Stock and 118,614,584 shares of Class B Common Stock outstanding as of October 26, 2012.

<sup>5</sup> With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of October 26, 2012, which is comprised of 45,387,810 shares of Class A Common Stock and 118,614,584 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>6</sup>

## Edgar Filing: Dobrusin Charles E - Form SC 13D/A

*See* the Schedule 13D filed on August 26, 2010, as amended, by Thomas J. Pritzker, Marshall E. Eisenberg and Karl J. Breyer, not individually, but solely in their capacity as co-trustees of the U.S. Situs Trusts listed on Appendix A to the Schedule 13D, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.

<sup>7</sup> *See* the Schedule 13D filed on August 26, 2010, as amended, by the CIBC Trust Company (Bahamas) Limited, solely as trustee of the Non-U.S. Situs Trusts listed on Appendix A to the Schedule 13D, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.

- <sup>8</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office. Thomas J. Pritzker holds 59,853 stock appreciation rights (SARs) that are currently exercisable at an exercise price of \$40.96 and 31,852 SARs that are currently exercisable at an exercise price of \$41.74. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not currently determinable and therefore not included in the table above because each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of A Common Stock at the exercise date, which is not determinable until the date of exercise, over the exercise price.
- <sup>9</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>10</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>11</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>12</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>13</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Walter W. Simmers, Andrew D. Wingate and Lucinda Falk, not individually, but solely as co-trustees for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>14</sup> See the Schedule 13D filed on August 26, 2010, as amended, by John Kevin Poorman, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>15</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>16</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>17</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Gigi Pritzker Pucker and Edward W. Rabin, not individually, but solely as trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein on, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>18</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Thomas J. Muenster, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>19</sup> See the Schedule 13D filed on August 26, 2010, as amended, by CIBC Trust Company (Bahamas) Limited, solely as trustee of the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.

EXHIBIT 12

**CERTIFICATE OF SECRETARY**

The undersigned, not individually but solely in the undersigned's capacity as the Secretary of J.P. Morgan Trust Company (Bahamas) Limited, a company incorporated in the Commonwealth of The Bahamas (J.P. Morgan Bahamas), hereby certifies with respect to J.P. Morgan Bahamas as follows:

Listed below are the names of representatives of J.P. Morgan Bahamas who are duly authorized, empowered and directed, in the name and on behalf of J.P. Morgan Bahamas, to:

(1) execute all documents relating to the reporting of beneficial ownership of Class A Common Stock, \$0.01 par value per share, and Class B Common Stock, \$0.01 par value per share, of Hyatt Hotels Corporation, a Delaware corporation, as and to the extent required to be filed with the United States Securities and Exchange Commission (the Commission) pursuant to Section 13(d) or Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the Exchange Act), including, without limitation Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5, and successive forms thereto, and any related documentation; and

(2) do and perform any and all acts that may be necessary or desirable to complete and execute any such documents, complete and execute any amendment or amendments thereto, and timely file such documents with the Commission.

The signatures appearing opposite their respective names are original copies of their true and genuine signatures.

**Name of Authorized Representative**

**Signature**

Marsya L. Cates

/s/ Marsya L. Cates

Monique C. Knowles

/s/ Monique C. Knowles

*Signature page follows.*

EXHIBIT 12

IN WITNESS WHEREOF, I hereunder subscribe my name, not individually but solely in my capacity as Secretary of J.P. Morgan Bahamas, effective as of this 4<sup>th</sup> day of December, 2012.

/s/ Marsya C. Cates  
Marsya C. Cates  
Secretary of J.P. Morgan Trust Company (Bahamas)  
Limited

The Common Seal of JP Morgan Trust Company (Bahamas) Limited was hereunto affixed by Marsya Cates, the Secretary of the said Company and the said Marsya Cates affixed his/her signature hereto in the presence of:

Its /s/ Angela Watson

Witness