

MARRIOTT VACATIONS WORLDWIDE Corp
Form 8-K
May 19, 2016

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

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 13, 2016

Marriott Vacations Worldwide Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35219
(Commission
File Number)

45-2598330
(IRS Employer
Identification No.)

6649 Westwood Blvd., Orlando, FL
(Address of principal executive offices)

32821
(Zip Code)

Registrant's telephone number, including area code (407) 206-6000

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 13, 2016, at the Annual Meeting of Shareholders (the Annual Meeting) of Marriott Vacations Worldwide Corporation (the Company), a total of 24,107,220 shares of the Company s common stock (84.7% of all shares entitled to vote at the Annual Meeting) were represented, in person or by proxy. At the Annual Meeting, shareholders considered: (1) the election of Raymond L. Gellein, Jr., Thomas J. Hutchison III and Dianna F. Morgan as Class I Directors; (2) the ratification of the selection by the Company s Audit Committee of Ernst & Young LLP as the Company s independent auditors for the current fiscal year; and (3) the approval of an advisory resolution on executive compensation. The Company s shareholders voted as follows on these matters:

(1) The Company s shareholders elected the three director nominees named in the Proxy Statement as Class I directors with the following votes:

Nominee	For	Withheld	Broker Non-Vote
Raymond L. Gellein, Jr.	19,446,629	83,182	4,577,409
Thomas J. Hutchison III	19,415,074	114,737	4,577,409
Dianna F. Morgan	17,463,073	2,066,738	4,577,409

(2) The Company s shareholders ratified the selection by the Company s Audit Committee of Ernst & Young LLP as the Company s independent auditors for the current fiscal year with the following votes:

For	Against	Abstain	Broker Non-Vote
23,981,203	74,917	51,100	0

(3) The Company s shareholders approved an advisory resolution on executive compensation with the following votes:

For	Against	Abstain	Broker Non-Vote
19,284,052	188,796	56,963	4,577,409

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARRIOTT VACATIONS WORLDWIDE CORPORATION

(Registrant)

Date: May 19, 2016

By: /s/ John E. Geller, Jr.

Name: John E. Geller, Jr.

Title: Executive Vice President and Chief Financial Officer

er">S 100 D \$ 96.15 451,696 D Common Stock, \$1.00 par value05/09/2005 S 100 D \$ 96.16 451,596 D
Common Stock, \$1.00 par value05/09/2005 S 200 D \$ 96.17 451,396 D Common Stock, \$1.00 par
value05/09/2005 S 100 D \$ 96.19 451,296 D Common Stock, \$1.00 par value05/09/2005 S 100 D \$ 96.44
451,196 (2) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Common Stock, \$1.00 par value	\$ 49.75	05/09/2005		M	5,000	12/18/1996 12/18/2005	Common Stock, \$1.00 par value	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS JOHN B 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X	X	Chairman of the Board	

Signatures

George C. Barry for John
B. Hess 05/11/2005

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales of shares set forth herein are made in connection with a selling plan dated May 5, 2005 that is intended to comply with Rule 10b5-1(c).
This amount includes 228,000 shares held in escrow pursuant to the Corporation's Second Amended and Restated 1995 Long-Term Incentive Plan. The reporting person has only voting power of these shares until the lapsing of the period set by the Committee administering the plan at which time the shares plus accrued dividends will be delivered to the reporting person if he is still an employee of the Corporation.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.