

Hyatt Hotels Corp
Form SC 13D/A
August 28, 2018

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)

(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)

1922 Trust Company LTA, as Trustee

3555 Timmons Lane, Suite 800

Houston, Texas 77027

(713) 961-1600

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

August 22, 2018

(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.

(Continued on following pages)

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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 (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).

1. Names of Reporting Persons

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

1922 Trust Company LTA, not individually, but solely as trustee 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

8. Shared Voting Power

OWNED BY

EACH

5,434,544*

REPORTING 9. Sole Dispositive Power

PERSON

WITH 0

10. Shared Dispositive Power

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5,434,544*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,434,544*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

4.9%*

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 shares of the Issuer's 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 Schedule 13D) are party to certain agreements with the Separately Filing Group Members (as defined in this Schedule 13D), 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 (as defined in this Schedule 13D), 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 July 27, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018, as adjusted to account for an aggregate of 950,161 shares of Class B Common Stock that were converted into Class A Common Stock by the Reporting Persons on August 14, 2018 (the Conversion). The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 111,338,823 shares of Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion. 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 Common Stock owned by the Reporting Persons represent 7.2% of the total voting power of the Common Stock as of July 27, 2018, as adjusted to account for the Conversion. 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 July 27, 2018, as adjusted to account for the Conversion, which is comprised of 44,219,341 shares of Class A Common Stock and 67,119,482 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 other than in the

Conversion.

1. Names of Reporting Persons

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

Lewis M. Linn, not individually, but solely as trustee of 1922 Trust.

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

8. Shared Voting Power

OWNED BY

EACH

5,434,544*

REPORTING 9. Sole Dispositive Power

PERSON

WITH 0

10. Shared Dispositive Power

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5,434,544*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,434,544*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

4.9%*

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 shares of the Issuer's 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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Conversion.

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 Settlement 1740 Trust #29.

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

8. Shared Voting Power

OWNED BY

EACH

REPORTING 12,014*
9. Sole Dispositive Power

PERSON

WITH 0

10. Shared Dispositive Power

12,014*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,014*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

0.01%*

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). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share 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) 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)

Texas 8-26-22 H Company LP

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

Delaware

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

8. Shared Voting Power

OWNED BY

EACH

REPORTING 1,235,170*
9. Sole Dispositive Power

PERSON

WITH 0

10. Shared Dispositive Power

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1,235,170*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,235,170*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

1.1%*

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)

Featherman H Company LP

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

Delaware

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

8. Shared Voting Power

OWNED BY

EACH

REPORTING 3,746,719*
9. Sole Dispositive Power

PERSON

WITH 0

10. Shared Dispositive Power

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3,746,719*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,746,719*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

3.4%*

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 shares of the Issuer's 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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Conversion.

1. Names of Reporting Persons

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

8-26-22 GP LLC

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

Delaware

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

8. Shared Voting Power

OWNED BY

EACH

4,981,889*

REPORTING 9. Sole Dispositive Power

PERSON

WITH 0

10. Shared Dispositive Power

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4,981,889*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,981,889*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

4.5%*

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 shares of the Issuer's 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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Conversion.

1. Names of Reporting Persons

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

RKMP H Company LP

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

Delaware

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

8. Shared Voting Power

OWNED BY

EACH

REPORTING 136,480*
9. Sole Dispositive Power

PERSON

WITH 0

10. Shared Dispositive Power

136,480*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

136,480*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

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)

Julytoon Investments GP LLC

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

Delaware

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

8. Shared Voting Power

OWNED BY

EACH

REPORTING 136,480*
9. Sole Dispositive Power

PERSON

WITH 0

10. Shared Dispositive Power

136,480*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

136,480*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

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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EXPLANATORY NOTE: This constitutes Amendment No. 4 (Amendment No. 4) to the Schedule 13D filed by certain of the Reporting Persons identified herein with the SEC on August 26, 2010, as amended by Amendment No. 1 on July 30, 2012, Amendment No. 2 on March 5, 2013 and Amendment No. 3 on February 24, 2015, pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the Act), and Rule 13d-1(a) thereunder (the Schedule 13D). This Amendment No. 4 amends the Schedule 13D, as amended by Amendment No. 1, Amendment No. 2 and Amendment No. 3, as specifically set forth 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 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a)-(c) This Schedule 13D is being filed by (collectively, the Reporting Persons):

1922 Trust Company LTA, not individually, but solely in the capacity as trustee of Settlement 1740 Trust #29.

CIBC Trust Company (Bahamas) Limited, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-2.

Lewis M. Linn, not individually, but solely in the capacity as trustee of 1922 Trust, the sole member of 1922 Trust Company LTA.

Texas 8-26-22 H Company LP, a Delaware limited partnership. The general partner of Texas 8-26-22 H Company LP is 8-26-22 GP LLC.

Featherman H Company LP, a Delaware limited partnership. The general partner of Featherman H Company LP is 8-26-22 GP LLC.

8-26-22 GP LLC, a Delaware limited liability company and the general partner of Texas 8-26-22 H Company LP and Featherman H Company LP. The sole member of 8-26-22 GP LLC is Texas 8-26-22 Trust 2, one of the trusts listed on Appendix A-1.

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RKMP H Company LP, a Delaware limited partnership. The general partner of RKMP H Company LP is Julytoon Investments GP LLC.

Julytoon Investments GP LLC, a Delaware limited liability company and the general partner of RKMP H Company LP. The members of Julytoon Investments GP LLC are R.A. Family Trust #3-Cindy, R.A. Family Trust #3-Jay, R.A. Family Trust #3-Jon, R.A. Family Trust #3-Nancy and R.A. Family Trust #3-Zachary, five of the trusts listed on Appendix A-1.

The addresses of the principal business and principal office of the Reporting Persons are as follows:

For 1922 Trust Company LTA, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-1, 3555 Timmons Lane, Suite 800, Houston, Texas 77027.

For CIBC Trust Company (Bahamas) Limited, not individually, but solely in the capacity as trustee of Settlement 1740 Trust #29, P.O. Box N-3933, Goodman's Bay Corporate Centre, West Bay Street, Nassau, Bahamas.

For Lewis M. Linn, not individually, but solely in the capacity as trustee of 1922 Trust, 3555 Timmons Lane, Suite 800, Houston, Texas 77027.

For the other Reporting Persons, c/o Lewis M. Linn, 3555 Timmons Lane, Suite 800, Houston, Texas 77027.

On February 28, 2013, Lewis M. Linn resigned as trustee of the trusts listed on Appendix A-1 and was replaced by 1922 Trust Company LTA. Lewis M. Linn is the trustee of 1922 Trust, the sole member of 1922 Trust Company LTA.

The Reporting Persons are principally engaged in the business of investing the assets of the trusts (directly or through entities owned by such trusts) for the benefit of the beneficiaries of such trusts.

The Reporting Persons have entered into an amended Joint Filing Agreement, dated as of August 28, 2018, a copy of which is attached as Exhibit 1 to this Amendment No. 4.

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 other persons referred to on Schedule B attached to this Schedule 13D (the Separately Filing Group Members). The Separately Filing Group Members have filed separate Schedule 13Ds pursuant to Rule 13d-1(k)(2) under the Act. Schedule B attached to this Schedule 13D sets forth certain information concerning the Separately Filing Group Members, which information is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members.

(d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a 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.

Item 4. Purpose of the Transaction

Item 4 of the Schedule 13D is hereby supplemented by inserting the following at the end of such Item:

On August 8, 2018, Texas 8-26-22 H Company LP and LCI H Company LP (the Subscribers) each entered into a Subscription Agreement with Beldore Capital Fund LLC (Beldore) pursuant to which the Subscribers agreed to contribute an aggregate of 653,442 shares of Class A Common Stock to Beldore in exchange for shares of interest in Beldore. The shares of Class A Common Stock were valued at a price of \$78.20 per share for the purpose of determining the number of shares of interest in Beldore issuable to the Subscribers. The closing of such transactions occurred on August 22, 2018.

The Reporting Persons may enter into similar transactions in the future to exchange shares of Common Stock for shares of interests in one or more funds.

Item 5. Interest in Securities of the Issuer

Clauses (a)-(b) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows, and clauses (c) and (e) of Item 5 of the Schedule 13D are hereby supplemented by inserting the following at the end thereof:

(a)-(b) As of the date hereof, the Reporting Persons in the aggregate may be deemed to be the beneficial owners of 308,733 shares of currently issued Class A Common Stock and 5,137,825 shares of Class A Common Stock issuable upon conversion of 5,137,825 shares of Class B Common Stock beneficially owned by the Reporting Persons. The number of shares of Class A Common Stock beneficially owned by the Reporting Persons represents less than 1.0% of the total number of shares of Class A Common Stock outstanding, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock other than in the Conversion. The number of shares of Class B Common Stock beneficially owned by the Reporting Persons represents 7.7% of the total number of shares of Class B Common Stock outstanding. The number of shares of Common Stock beneficially owned by the Reporting Persons represents 4.9% of the total number of shares of Common Stock outstanding and 7.2% 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 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.

Based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members, as set forth in Schedule B described below, as of the date hereof, the Pritzker Family Group in the aggregate may be deemed to be the beneficial owners of 333,263 shares of currently issued Class A Common Stock and 64,849,087 shares of Class A Common Stock issuable upon conversion of 64,849,087 shares of Class B Common Stock beneficially owned by the Pritzker Family Group. The number of shares of Class A Common Stock beneficially owned by the Pritzker Family Group and currently issued represents less than 1.0% of the total number of shares of Class A Common Stock outstanding, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock other than in the Conversion. The number of shares of Class B Common Stock beneficially owned by the Pritzker Family Group represents 96.6% of the total number of shares of Class B Common Stock outstanding. The number of shares of Common Stock beneficially owned by the Pritzker Family Group represents 58.5% of the total number of shares of Common Stock outstanding and 90.7% 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 other than in the Conversion.

Schedule B 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 Separately Filing Group Member. All such information is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members.

All references to the number of shares outstanding are as of July 27, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018, as adjusted to account for an aggregate of 950,161 shares of Class B Common Stock that were converted into Class A Common Stock by the Reporting Persons on August 14, 2018 (the Conversion). The information set forth in this Schedule 13D, including Schedule A and Schedule B hereto,

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with respect to the percentage of shares of Class A Common Stock beneficially owned is based on 44,219,341 shares of Class A Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion, assuming that no outstanding shares of

Class B Common Stock have been converted into shares of Class A Common Stock. The information with respect to the percentage of shares of Class B Common Stock beneficially owned is based on 67,119,482 shares of Class B Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion. Each share of Class B Common Stock is convertible at any time into one share of Class A Common Stock. The information shown with respect to the percentage of total Common Stock beneficially owned is based on 111,338,823 shares of Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion. The information with respect to the percentage of total voting power is based on 44,219,341 shares of Class A Common Stock and 67,119,482 shares of Class B Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion, and assumes that no other outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock other than in the Conversion. 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.

Each Reporting Person disclaims beneficial ownership of the shares held by any other Reporting Person or any of the Separately Filing Group Members. The filing of this Schedule 13D shall not be construed as an admission that any of the Reporting Persons are, for purposes of Section 13(d) of the Act or otherwise, the beneficial owner of shares held by any other Reporting Person or any of the Separately Filing Group Members.

(c) As described in Item 4 above, on August 8, 2018, Texas 8-26-22 H Company LP and LCI H Company LP (the Subscribers) each entered into a Subscription Agreement with Beldore Capital Fund LLC (Beldore) pursuant to which the Subscribers agreed to contribute an aggregate of 653,442 shares of Class A Common Stock to Beldore in exchange for shares of interests in Beldore. The shares of Class A Common Stock were valued at a price of \$78.20 per share for the purpose of determining the number of shares of interests in Beldore issuable to the Subscribers. The closing of such transactions occurred on August 22, 2018.

(e) TGFJ H Company LP, TGFJ GP LLC and LCI H Company LP no longer own any of the Issuer's Common Stock, may no longer be deemed a member of a group within the meaning of Section 13(d)(3) of the Act and will no longer be required to file a Schedule 13D.

Item 7. Material to Be Filed as Exhibits

- Exhibit 1 Joint Filing Agreement, dated as of August 28, 2018, by and among Texas 8-26-22 Trust 2, The Featherman Trust, TGFJ Trust 1, Jay Arthur Trust, A.N.P. Descendants Trust-CMP, A.N.P. Descendants Trust-JAP, A.N.P. Descendants Trust-JJP, A.N.P. Descendants Trust-ZAP, R.A. Family Trust #3-Cindy, R.A. Family Trust #3-Jay, R.A. Family Trust #3-Jon, R.A. Family Trust #3-Nancy, R.A. Family Trust #3-Zachary, 1922 Trust, Settlement 1740 Trust #29, Texas 8-26-22 H Company LP, Featherman H Company LP, 8-26-22 GP LLC, RKMP H Company LP and Julytoon Investments GP LLC, pursuant to Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.
- Exhibit 2 Amended and Restated Global Hyatt Agreement, dated as of October 1, 2009, by and among each of the signatories thereto (incorporated by reference to Exhibit 2 to the Schedule 13D filed by Thomas J. Pritzker, Marshall E. Eisenberg and Karl J. Breyer, not individually, but solely as co-trustees of the U.S. Situs Trusts on August 26, 2010).
- Exhibit 3 Amended and Restated Foreign Global Hyatt Agreement, dated as of October 1, 2009, by and among each of the signatories thereto (incorporated by reference to Exhibit 1 to the Schedule 13D filed by CIBC Trust Company (Bahamas) Limited, solely as trustee of each of the separate Non-U.S. Situs Trusts on August 26, 2010).
- Exhibit 4 Hyatt Hotels Corporation Registration Rights Agreement, dated as of October 12, 2009, by and among each of the signatories thereto (incorporated by reference to Exhibit 4.5 to Amendment 3 to the Form S-1 Registration Statement filed by Hyatt Hotels Corporation on October 15, 2009).
- Exhibit 5 Secretary's Certificate evidencing authority of the signatories of CIBC 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: August 28, 2018

1922 Trust Company LTA, not individually, but solely as trustee of Texas 8-26-22 Trust 2, The Featherman Trust, TGFJ Trust 1, Jay Arthur Trust, A.N.P. Descendants Trust-CMP, A.N.P. Descendants Trust-JAP, A.N.P. Descendants Trust-JJP, A.N.P. Descendants Trust-ZAP, R.A. Family Trust #3-Cindy, R.A. Family Trust #3-Jay, R.A. Family Trust #3-Jon, R.A. Family Trust #3-Nancy and R.A. Family Trust #3-Zachary,

By: /s/ Lewis M. Linn
Name: Lewis M. Linn
Title: President

Lewis M. Linn, not individually, but solely as trustee of 1922 Trust

By: /s/ Lewis M. Linn
Name: Lewis M. Linn
Title: Trustee

CIBC Trust Company (Bahamas) Limited, not individually, but solely as a trustee of Settlement 1740 Trust #29

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

By: /s/ Helen M. Carroll
Name: Helen M. Carroll
Title: Authorized Signatory

Texas 8-26-22 H Company LP
By: 8-26-22 GP LLC, its general partner

By: /s/ Lewis M. Linn
Name: Lewis M. Linn

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Title: Manager

[Signature Page to Schedule 13D]

Featherman H Company LP
By: 8-26-22 GP LLC, its general partner

By: /s/ Lewis M. Linn
Name: Lewis M. Linn
Title: Manager

8-26-22 GP LLC

By: /s/ Lewis M. Linn
Name: Lewis M. Linn
Title: Manager

RKMP H Company LP
By: Julytoon Investments GP LLC, its general partner

By: /s/ Lewis M. Linn
Name: Lewis M. Linn
Title: Manager

Julytoon Investments GP LLC

By: /s/ Lewis M. Linn
Name: Lewis M. Linn
Title: Manager

[Signature Page to Schedule 13D]

Appendix A-1

Texas 8-26-22 Trust 2

The Featherman Trust

TGFJ Trust 1

Jay Arthur Trust

A.N.P. Descendants Trust-CMP

A.N.P. Descendants Trust-JAP

A.N.P. Descendants Trust-JJP

A.N.P. Descendants Trust-ZAP

R.A. Family Trust #3-Cindy

R.A. Family Trust #3-Jay

R.A. Family Trust #3-Jon

R.A. Family Trust #3-Nancy

R.A. Family Trust #3-Zachary

Schedule A**Certain Information Regarding the
Reporting Persons¹**

| Name of Beneficial Owner | Class A Common Stock ² | | Class B Common Stock ³ | | % of Total Common Stock ⁴ | % of Total Voting Power ⁵ |
|---|--------------------------------------|-----------------|--------------------------------------|-----------------|--|--|
| | Shares | % of Class A | Shares | % of Class B | | |
| 1922 Trust Company LTA, not individually, but solely as trustee of the trusts listed on <u>Appendix A-1</u> . | 296,719 | * | 5,137,825 | 7.7% | 4.9% | 7.2% |
| Lewis M. Linn, not individually, but solely as trustee of 1922 Trust. | 296,719 | * | 5,137,825 | 7.7% | 4.9% | 7.2% |
| CIBC Trust Company (Bahamas) Limited, not individually, but solely as trustee of Settlement 1740 Trust #29. | 12,014 | * | | | * | * |
| Texas 8-26-22 H Company LP | | | 1,235,170 | 1.8% | 1.1% | 1.7% |
| Featherman H Company LP | 296,719 | * | 3,450,000 | 5.1% | 3.4% | 4.9% |
| 8-26-22 GP LLC | 296,719 | * | 4,685,170 | 7.0% | 4.5% | 6.6% |
| RKMP H Company LP | | | 136,480 | * | * | * |
| Julytoon Investments GP LLC | | | 136,480 | * | * | * |

* Less than 1% beneficial ownership

- ¹ All references to the number of shares outstanding are as of July 27, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018, as adjusted to account for the Conversion.
- ² The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 44,219,341 shares of the Class A Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock other than in the Conversion.
- ³ The information shown in the table with respect to the percentage of Class B Common Stock beneficially owned is based on 67,119,482 shares of Class B Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion.
- ⁴ The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 44,219,341 shares of Class A Common Stock and 67,119,482 shares of Class B Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion.
- ⁵ 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 July 27, 2018, as adjusted to account for the Conversion, which is comprised of 44,219,341 shares of Class A Common Stock and 67,119,482 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 Members¹**

| Separately Filing Group Member | Class A Common Stock² | | Class B Common Stock³ | | % of Total Common Stock⁴ | % of Total Voting Power⁵ |
|--|---|---------------|---|-------------------------|--|--|
| | % of Shares Class A | Shares | Shares | % of Class B | | |
| CIBC Trust Company (Bahamas) Limited in its capacity as trustee and Other Reporting Persons ⁶ | | | 781,807 | 1.2% | 0.7% | 1.1% |
| Trustees of the Thomas J. Pritzker Family Trusts and Other Reporting Persons ⁷ | 1,410 | * | 22,520,767 | 33.6% | 20.2% | 31.5% |
| Trustees of the Nicholas J. Pritzker Family Trusts and Other Reporting Persons ⁸ | | | 70,000 | * | * | * |
| Trustees of the Jennifer N. Pritzker Family Trusts and Other Reporting Persons ⁹ | 8,470 | * | 2,420,151 | 3.6% | 2.2% | 3.4% |
| Trustees of the Linda Pritzker Family Trusts ¹⁰ | | | | | | |

¹ All references to the number of shares outstanding are as of July 27, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018, as adjusted to account for the Conversion.

² The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 44,219,341 shares of the Class A Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock other than in the Conversion.

³ The information shown in the table with respect to the percentage of Class B Common Stock beneficially owned is based on 67,119,482 shares of Class B Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion.

⁴ The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 44,219,341 shares of Class A Common Stock and 67,119,482 shares of Class B Common Stock outstanding as of July 27, 2018, as adjusted to account for the Conversion.

⁵ 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 July 27, 2018, as adjusted to account for the Conversion, which is comprised of 44,219,341 shares of Class A Common Stock and 67,119,482 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.

⁶

- 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.
- 7 *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 119,707 stock appreciation rights (SARs) that are currently exercisable at an exercise price of \$40.96, 127,410 SARs that are currently exercisable at an exercise price of \$41.74, 140,601 SARs that are currently exercisable at an exercise price of \$41.29, 207,381 SARs that are currently exercisable at an exercise price of \$43.44, 140,191 SARs that are currently exercisable at an exercise price of \$49.39, 135,264 SARs that are currently exercisable at an exercise price of \$56.27, 137,550 SARs that are currently exercisable at an exercise price of \$47.36 and 61,162 SARs that are currently exercisable at an exercise price of \$52.65. 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.
- 8 *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.
- 9 *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.
- 10 *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.

| Separately Filing Group Member | Class A Common Stock ² % | | Class B Common Stock ³ % | | % of Total Common Stock ⁴ | % of Total Voting Power ⁵ |
|--|---|----------|---|--------------|--|--|
| | Shares | Class A | Shares | Class B | | |
| Trustees of the Karen L. Pritzker Family Trusts ¹¹ | | | 6,457,104 | 9.6% | 5.8% | 9.0% |
| Trustees of the Penny Pritzker Family Trusts and Other Reporting Persons ¹² | 14,650 | * | 7,215,797 | 10.8% | 6.5% | 10.1% |
| Trustees of the Daniel F. Pritzker Family Trusts ¹³ | 308,733 | * | 5,137,825 | 7.7% | 4.9% | 7.2% |
| The Anthony N. Pritzker Family Foundation ¹⁴ | | | 1,408,000 | 2.1% | 1.3% | 2.0% |
| Trustees of the Gigi Pritzker Pucker Family Trusts and Other Reporting Persons ¹⁵ | | | 18,837,636 | 28.1% | 16.9% | 26.3% |
| The Pritzker Family Foundation ¹⁶ | | | | | | |
| Pritzker Family Group Totals | 333,263 | * | 64,849,087 | 96.6% | 58.5% | 90.7% |

* Less than 1% beneficial ownership

¹¹ 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.

¹² 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.

¹³ 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.

¹⁴ 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.

¹⁵ 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.

¹⁶ 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.