

WYNDHAM WORLDWIDE CORP  
Form SC 13G/A  
February 06, 2018

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Wyndham Worldwide Corporation.

Common Stock  
(Title of Class of Securities)

98310W108  
(CUSIP Number)

December 31, 2017  
(Date of Event which Requires Filing of this Statement)

Check the  
appropriate box to  
designate the rule  
pursuant to which  
this Schedule is  
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of  
this cover page  
shall be filled out  
for a reporting  
person's initial  
filing on this form  
with respect to the  
subject class of  
securities, and for  
any subsequent  
amendment  
containing  
information which  
would alter the  
disclosures  
provided in a prior

cover page.

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).

SCHEDULE 13G  
CUSIP No. 98310W108

Names of Reporting Persons.

1. Iridian Asset Management LLC  
I.R.S. Identification Nos. of above persons (entities only).

Check the Appropriate Box if a

2. Member of a Group (See Instructions)  
(a)  (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization  
Delaware

- |  |                                  |
|--|----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power<br>N/A      |
|  | 6. Shared Voting Power<br>N/A    |
|  | 7. Sole Dispositive Power<br>N/A |

- 8.

Shared Dispositive Power  
N/A

Aggregate Amount Beneficially  
9. Owned by Each Reporting Person  
N/A

Check if the Aggregate Amount in  
10. Row (9) Excludes Certain Shares (See  
Instructions) [ ]

Percent of Class Represented by  
11. Amount in Row (9)  
N/A

12. Type of Reporting Person  
IA

2

SCHEDULE 13G  
CUSIP No. 98310W108

Names of Reporting Persons.

1. David L. Cohen  
I.R.S. Identification Nos. of above  
persons (entities only).

Check the Appropriate Box if a  
2. Member of a Group (See Instructions)  
(a) [ X ] (b) [ ]

3. SEC USE ONLY

4. Citizenship or Place of Organization  
United States

5. Sole Voting Power  
N/A

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
N/A

7. Sole Dispositive Power  
N/A

8. Shared Dispositive Power  
N/A

9.

Aggregate Amount Beneficially  
Owned by Each Reporting Person  
N/A

Check if the Aggregate Amount in  
10. Row (9) Excludes Certain Shares (See  
Instructions) [  ]

Percent of Class Represented by  
11. Amount in Row (9)  
N/A

12. Type of Reporting Person  
IN

3

SCHEDULE 13G  
CUSIP No. 98310W108

Names of Reporting Persons.

1. Harold J. Levy  
I.R.S. Identification Nos. of above  
persons (entities only).

Check the Appropriate Box if a  
2. Member of a Group (See Instructions)  
(a)  (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization  
United States

5. Sole Voting Power  
N/A

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
N/A

7. Sole Dispositive Power  
N/A

8. Shared Dispositive Power  
N/A

Aggregate Amount Beneficially  
9. Owned by Each Reporting Person  
N/A

Check if the Aggregate Amount in  
10. Row (9) Excludes Certain Shares (See  
Instructions) [  ]

Percent of Class Represented by  
11. Amount in Row (9)  
N/A

Type of Reporting Person  
12. IN

4

This Statement amends in its entirety the statement  
filed for the period ended December 31, 2016.

Item 1.

Name of Issuer

(a) Wyndham Worldwide Corporation.

(b) Address of Issuer's Principal Executive  
Offices  
22 Sylvan Way, Parsippany, NJ 07054

Item 2.

Name of Person Filing

(a) This Statement is being filed by and on  
behalf of Iridian Asset Management  
LLC ("Iridian"), David L. Cohen  
("Cohen") and Harold J. Levy ("Levy")  
(collectively, the "Reporting Persons").  
Iridian is majority owned by Arovid  
Associates LLC, a Delaware limited  
liability company owned and controlled  
by the following: 12.5% by Cohen,  
12.5% by Levy, 37.5% by LLMD LLC, a  
Delaware limited liability company, and  
37.5% by ALHERO LLC, a Delaware  
limited liability company. LLMD LLC is  
owned 1% by Cohen, and 99% by a  
family trust controlled by Cohen.  
ALHERO LLC is owned 1% by Levy  
and 99% by a family trust controlled by  
Levy.

(b) Address of Principal Business Office or,  
if none, Residence

The principal business address of the  
Reporting Persons is 276 Post Road

West, Westport, CT 06880-4704.

Citizenship or Place of Organization

- (c) Iridian is a Delaware limited liability company. Cohen and Levy are US citizens.

Title of Class of Securities

- (d) Common Stock

CUSIP Number

- (e) 98310W108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). ]
- (b) [ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). ]
- (c) [ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). ]
- (d) [ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). ]
- (e) [ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); ]
- (f) [ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); ]
- (g) [ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); ]
- (h) [ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); ]  
A church plan that is excluded from the
- (i) [ definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); ]
- (j) [ Group, in accordance with x§240.13d-1(b)(1)(ii)(J). ]

Item 4. Ownership.

Amount beneficially owned and Percent  
(a) and (b) of Class:  
Not applicable.

(c) Power to vote or dispose.  
Not applicable.

Item 5. Ownership of Five Percent or Less of a  
Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ X ].

Item 6. Ownership of More than Five Percent on  
Behalf of Another Person  
Not Applicable

Item 7. Identification and Classification of the  
Subsidiary Which Acquired the Security  
Being Reported on By the Parent Holding  
Company  
Not Applicable.

Item 8. Identification and Classification of  
Members of the Group  
Iridian is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, and its principal business is managing a number of accounts containing securities over which Iridian has voting and dispositive power. Each of Messrs. Cohen and Levy has a controlling interest in Iridian, and serves as Co-Chief Executive Officer and Co-Chief Investment Officer of Iridian.

Item 9. Notice of Dissolution of Group  
Not Applicable.

Item 10. Certification  
By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its or his knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 6, 2018

IRIDIAN ASSET MANAGEMENT  
LLC

/s/ Jeffrey M. Elliott

By: \_\_\_\_\_

Jeffrey M. Elliott

Title: Executive Vice President

David L. Cohen

/s/ Jeffrey M. Elliott

By: \_\_\_\_\_

Jeffrey M. Elliott

Title: Agent

Harold J. Levy

/s/ Jeffrey M. Elliott

By: \_\_\_\_\_

Jeffrey M. Elliott

Title: Agent