

MARRIOTT INTERNATIONAL INC /MD/
Form SC 13D/A
November 21, 2013
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

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

MARRIOTT INTERNATIONAL, INC.
(Name of Issuer)

Class A Common Stock, \$0.01 par value
(Title of Class of Securities)

571903103
(CUSIP Number)

Stephanie M. Loughlin
Venable LLP
575 7th Street, N.W.
Washington, D.C. 20036 (202) 344-8300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 30, 2013
(Date of Event Which Requires Filing of This Statement)

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

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

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 JWM Family Enterprises, Inc.
 52-1823618

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
 SEC USE ONLY

3 SOURCE OF FUNDS OO

4 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 5 ITEMS 2(d) or 2(e)
 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

6

NUMBER OF	7	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	24,227,493*
OWNED BY			
EACH	9	SOLE DISPOSITIVE	0
REPORTING		POWER	
PERSON	10	SHARED DISPOSITIVE	24,227,493*
WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 24,227,493*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 8.1%**

14 TYPE OF REPORTING PERSON CO

* Consists of 9,199,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 2,904,028 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., 4,200,000 shares owned by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P. and 7,923,466 shares owned by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P.

** The denominator is based on 299,538,446 shares of Class A Common Stock outstanding as of October 18, 2013, as stated on the facing page of the Form 10-Q filed by Marriott International, Inc. for the quarter ended September 30, 2013 (the "Form 10-Q").

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) JWM Family Enterprises, Inc.
 52-1823618

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX 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	0
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	24,227,493*
OWNED BY			
EACH	9	SOLE DISPOSITIVE	0
REPORTING		POWER	
PERSON	10	SHARED DISPOSITIVE	24,227,493*
WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 24,227,493*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 8.1%**

14 TYPE OF REPORTING PERSON PN

* Consists of 9,199,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 2,904,028 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., 4,200,000 shares owned by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P. and 10,827,960 shares owned by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the

sole general partner of JWM Family Enterprises, L.P.

** The denominator is based on 299,538,446 shares of Class A Common Stock outstanding as of October 18, 2013, as stated on the facing page of the Form 10-Q.

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) J.W. Marriott, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF	7	SOLE VOTING POWER	1,229,140*
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	42,377,121**
OWNED BY			
EACH	9	SOLE DISPOSITIVE	1,229,140*
REPORTING		POWER	
PERSON	10	SHARED DISPOSITIVE	42,377,121**
WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 43,606,261 ***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 14.5%****

14 TYPE OF REPORTING PERSON IN

* Consists of the following: (a) 163,297 shares held directly by J. W. Marriott, Jr.; and (b) 1,065,843 shares subject to stock options (“Options”) and stock appreciation rights (“SARs”) held by J. W. Marriott, Jr. currently exercisable or exercisable within 60 days. SAR underlying share amounts are based on the \$45.08 closing price of Marriott International, Inc. Class A Common Stock on October 31, 2013.

** Consists of the following: (a) 4,062,528 shares held by trusts for the benefit of the children of J. W. Marriott, Jr. and the children of Richard E. Marriott, for which J. W. Marriott serves as a trustee; (b) 5,498,047 shares owned by The J. Willard & Alice S. Marriott Foundation, a charitable foundation, for which J.W. Marriott, Jr. serves as a trustee; (c) 5,215,684 shares held by a charitable annuity trust created by the will of J. Willard Marriott, Sr., for which J.W. Marriott, Jr. serves as a trustee; (d) 24,227,493 shares beneficially owned by JWM Family Enterprises, Inc.;

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(e) 323,496 shares owned by JWM Associates Limited Partnership, in which J.W. Marriott, Jr. is a general partner; (f) 2,184,754 shares held by four trusts for the benefit of J. W. Marriott, Jr.'s children, for which the spouse of J.W. Marriott, Jr. serves as a trustee; (g) 49,575 shares owned by three trusts for the benefit of John W. Marriott III's children, for which the spouses of John W. Marriott III and J.W. Marriott, Jr. serve as co-trustees; (h) 51,872 shares owned by the J. Willard Marriott Jr. Foundation, for which J.W. Marriott, Jr. serves as a trustee; (i) 282,524 shares held by J. W. Marriott's spouse; (j) 41,635 shares owned by three trusts for the benefit of Stephen Garff Marriott's children, for which the spouse of J.W. Marriott, Jr. serves as a trustee; (k) 199,513 shares owned by three trusts for the benefit of Stephen Garff Marriott's children, for which the spouse of J.W. Marriott, Jr. serve as a trustee; and (l) 240,000 shares owned by The JWM Generations Trust, for which the spouse of J.W. Marriott, Jr. serves as a trustee. Mr. Marriott disclaims beneficial ownership of the foregoing shares in excess of his pecuniary interest.

*** J.W. Marriott, Jr., John W. Marriott III, Deborah Marriott Harrison, David Sheets Marriott and Stephen Blake Marriott (collectively, the "Individual Reporting Persons") may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and therefore each Individual Reporting Person may be deemed to beneficially own the shares held by all other Individual Reporting Persons. The aggregate number of shares beneficially owned by all of the Individual Reporting Persons without duplication is 47,701,323, including 1,114,478 shares of Class A Common Stock issuable upon the exercise of Options and SARs that are currently exercisable or exercisable within 60 days of October 31, 2013.

**** The denominator is based on (a) 299,538,446 shares of Class A Common Stock outstanding as of October 18, 2013, as stated on the facing page of the Form 10-Q and (b) 1,065,843 shares subject to Options and SARs exercisable within 60 days of October 31, 2013.

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) John W. Marriott III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

7	NUMBER OF	7	SOLE VOTING POWER	654,401*
	SHARES			
8	BENEFICIALLY	8	SHARED VOTING POWER	31,824,682**
	OWNED BY			
9	EACH	9	SOLE DISPOSITIVE	654,401*
	REPORTING		POWER	
10	PERSON	10	SHARED DISPOSITIVE	31,824,682**
	WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 32,479,083 ***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 10.8%****

14 TYPE OF REPORTING PERSON IN

* Consists of the following: (a) 646,629 shares held directly by John W. Marriott III; and (b) 7,772 director shares.

** Consists of the following: (a) 24,227,493 shares beneficially owned by JWM Family Enterprises, L.P. Inc.; (b) 5,498,047 shares owned by The J. Willard & Alice S Marriott Foundation, a charitable foundation, for which John W.

Marriott III serves as a trustee; (c) 748,814 shares owned by a trust for the benefit of his sister-in-law, for which John W. Marriott III serves as a trustee; (d) 71,472 shares held by four trusts for the benefit of David Sheets Marriott's children, for which John W. Marriott III serves as a trustee; (e) 49,575 shares owned by three trusts for the benefit of John W. Marriott III's children, for which the spouses of

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John W. Marriott III and J.W. Marriott, Jr., serve as co-trustees; (f) 31,550 shares owned by John W. Marriott III's spouse; (g) 179,166 shares owned by three trusts for the benefit of John W. Marriott III's children, for which John W. Marriott III, his spouse and Deborah Marriott Harrison serve as trustees; (h) 240,000 shares owned by The JWM Generations Trust, for which John W. Marriott III serves as a trustee; (i) 251,000 shares owned by a life insurance trust, for which John W. Marriott III serves as a trustee; (j) 290,000 shares owned by a trust for the descendants of Stephen Garff Marriott, for which John W. Marriott III serves as a trustee; (k) 75,000 shares owned by a trust for the descendants of John W. Marriott III, for which John W. Marriott III serves as a trustee; (l) 142,565 shares owned by a trust for the descendants of David S. Marriott, for which John W. Marriott III serves as a trustee; and (m) 20,000 shares owned by John W. Marriott III's minor child. Mr. Marriott disclaims beneficial ownership of all of the foregoing shares in excess of his pecuniary interest.

*** The Individual Reporting Persons may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and therefore each Individual Reporting Person may be deemed to beneficially own the shares held by all other Individual Reporting Persons. The aggregate number of shares beneficially owned by all of the Individual Reporting Persons without duplication is 47,701,323, including 1,114,478 shares of Class A Common Stock issuable upon the exercise of Options and SARs that are currently exercisable or exercisable within 60 days of October 31, 2013.

**** The denominator is based on (a) 299,538,446 shares of Class A Common Stock outstanding as of October 18, 2013, as stated on the facing page of the Form 10-Q and (b) 7,772 director shares.

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Deborah Marriott Harrison

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF	7	SOLE VOTING POWER	126,820*
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	31,188,805**
OWNED BY			
EACH	9	SOLE DISPOSITIVE	126,820*
REPORTING		POWER	
PERSON	10	SHARED DISPOSITIVE	31,188,805**
WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
31,315,625***

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
Not applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.5%****

14 TYPE OF REPORTING PERSON IN

* Consists of 126,820 shares held directly by Deborah Marriott Harrison.

** Consists of the following: (a) 24,227,493 shares beneficially owned by JWM Family Enterprises, Inc.; (b) 5,498,047 shares owned by The J. Willard & Alice S Marriott Foundation, a charitable foundation, for which Deborah Marriott Harrison serves as a trustee; (c) 63,685 shares held directly by Deborah Marriott Harrison's husband, Ronald

Taylor Harrison; (d) 179,166 shares held in three trusts for the benefit of John W. Marriott III's children, for which Deborah Marriott Harrison serves as a trustee; (e) 6,420 shares held in two trusts for the benefit of Deborah Marriott Harrison's grandchildren, for which Deborah Marriott Harrison serves as a trustee; (f) 312,780 shares held in six trusts for the benefit of Deborah Marriott Harrison's children, for which

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Deborah Marriott Harrison serves as a trustee; (g) 160,045 shares held in two limited liabilities companies, for which Deborah Marriott Harrison serves as a manager; (h) 21,527 shares subject to Options and SARs held by Deborah Marriott Harrison's husband, Ronald Taylor Harrison, currently exercisable or exercisable within 60 days; (i) 167 shares of deferred bonus stock in the name of Deborah Marriott Harrison's husband, Ronald Taylor Harrison; (j) 240,000 shares owned by The JWM Generations Trust, for which Deborah Marriott Harrison serves as a trustee; (k) 251,000 shares owned by a life insurance trust, for which Deborah Marriott Harrison serves as a trustee; (l) 209,210 shares held in a trust for the benefit of Deborah Marriott Harrison's descendants, for which Deborah Marriott Harrison serves as a trustee; and (m) 19,265 shares held jointly by Deborah Marriott Harrison and her husband. Mrs. Harrison disclaims beneficial ownership of all of the foregoing shares in excess of her pecuniary interest.

*** The Individual Reporting Persons may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and therefore each Individual Reporting Person may be deemed to beneficially own the shares held by all other Individual Reporting Persons. The aggregate number of shares beneficially owned by all of the Individual Reporting Persons without duplication is 47,701,323, including 1,114,478 shares of Class A Common Stock issuable upon the exercise of Options and SARs that are currently exercisable or exercisable within 60 days of October 31, 2013.