

Hyatt Hotels Corp
Form 8-K
February 26, 2015

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): February 24, 2015

HYATT HOTELS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-34521
(Commission

File Number)

20-1480589
(IRS Employer

Identification No.)

71 South Wacker Drive, 12th Floor

Chicago, IL
(Address of principal executive offices)

60606
(Zip Code)

Registrant's telephone number, including area code: (312) 750-1234

Former name or former address, if changed since last report: Not Applicable

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 25, 2015, Hyatt Hotels Corporation (the Company) filed a Certificate of Retirement with the Secretary of State of the State of Delaware to retire 750,000 shares of Class B Common Stock, par value \$0.01 per share, of the Company (the Class B Common Stock). All 750,000 shares of Class B Common Stock were converted into shares of Class A Common Stock par value \$0.01 per share, of the Company (the Class A Common Stock) in connection with the repurchase by the Company of 750,000 shares of Class B Common Stock from certain selling stockholders as described below. The Company's Amended and Restated Certificate of Incorporation requires that any shares of Class B Common Stock that are converted into shares of Class A Common Stock be retired and may not be reissued. The Company has also retired all 750,000 shares of Class A Common Stock into which the Class B Common Stock converted, and such shares of Class A Common Stock have resumed the status of authorized but unissued shares.

Effective upon filing, the Certificate of Retirement amended the Amended and Restated Certificate of Incorporation of the Company to reduce the total authorized number of shares of capital stock of the Company by 750,000 shares. The total number of authorized shares of the Company is now 1,452,649,875 shares, consisting of 1,000,000,000 shares designated Class A Common Stock, 442,649,875 shares designated Class B Common Stock, and 10,000,000 shares designated Preferred Stock, \$0.01 par value per share. A copy of the Certificate of Retirement is attached as Exhibit 3.1 hereto.

Item 8.01 Other Events

On February 24, 2015, the Company entered into a Purchase and Sale Agreement (each, a Purchase and Sale Agreement) with each of (i) RKMP H Company LP, a Delaware limited partnership owned indirectly by a trust for the benefit of certain of the lineal descendants of Daniel Pritzker, and (ii) TGFJ H Company LP, a Delaware limited partnership owned indirectly by a trust for the benefit of Daniel Pritzker, pursuant to which the Company agreed to purchase an aggregate of 750,000 shares of Class B Common Stock at a price of \$59.5389 per share, which represents the Volume Weighted Average Price for the Class A Common Stock for the three (3) trading-day period ending February 23, 2015 as reported by Bloomberg, for an aggregate purchase price of \$44,654,175. The closing of such repurchase transactions occurred on February 25, 2015. The shares of Class B Common Stock repurchased represented approximately 0.5% of the Company's total shares of common stock outstanding prior to the repurchase.

Upon repurchase, the 750,000 shares of Class B Common Stock automatically converted into 750,000 shares of Class A common stock. All 750,000 shares of Class B Common Stock converted in the repurchase have been retired in accordance with the Company's Certificate of Incorporation, and the number of authorized shares of Class B Common Stock has been reduced by 750,000. All 750,000 shares of Class A Common Stock into which the shares of Class B Common Stock converted were also retired, and resumed the status of authorized but unissued shares. After the repurchase there are 110,655,463 shares of Class B Common Stock outstanding and 35,981,513 shares of Class A Common Stock outstanding. The shares repurchased were repurchased under the Company's previously announced repurchase program. Following this repurchase, the Company has approximately \$307 million remaining under its repurchase authorization.

The foregoing description of the Purchase and Sale Agreements is qualified in its entirety by reference to the text of the Purchase and Sale Agreements, copies of which are attached hereto as Exhibits 99.1 and 99.2 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Exhibit Description
3.1	Certificate of Retirement of 750,000 Shares of Class B Common Stock
99.1	Purchase and Sale Agreement, dated as of February 24, 2015, between Hyatt Hotels Corporation and RKMP H Company LP
99.2	Purchase and Sale Agreement, dated as of February 24, 2015, between Hyatt Hotels Corporation and TGFJ H Company LP

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.

Hyatt Hotels Corporation

Date: February 26, 2015

By: /s/ Rena Hozore Reiss
Name: Rena Hozore Reiss
Title: Executive Vice President, General Counsel
and Secretary

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description
3.1	Certificate of Retirement of 750,000 Shares of Class B Common Stock
99.1	Purchase and Sale Agreement, dated as of February 24, 2015, between Hyatt Hotels Corporation and RKMP H Company LP
99.2	Purchase and Sale Agreement, dated as of February 24, 2015, between Hyatt Hotels Corporation and TGFJ H Company LP