

Hyatt Hotels Corp
Form 4
March 20, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Floyd H. Charles

(Last) (First) (Middle)

C/O HYATT HOTELS CORPORATION, 71 S. WACKER DRIVE, 12TH FLOOR

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Hyatt Hotels Corp [H]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 03/16/2017 | | M | 3,647 | A | 109,750 | D |
| Class A Common Stock | 03/16/2017 | | F | 1,049 | D | \$ 53.55 | D |
| Class A Common Stock | 03/16/2017 | | M | 3,230 | A | 111,931 | D |
| Class A Common Stock | 03/16/2017 | | F | 1,274 | D | \$ 110,657 | D |

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| | | | | | | | |
|----------------------|------------|--|---|-------|---|----------|-----------|
| Common Stock | | | | | | 53.55 | |
| Class A Common Stock | 03/16/2017 | | M | 2,813 | A | Ⓛ | 113,470 D |
| Class A Common Stock | 03/16/2017 | | F | 1,220 | D | \$ 53.55 | 112,250 D |
| Class A Common Stock | 03/16/2017 | | M | 3,519 | A | Ⓛ | 115,769 D |
| Class A Common Stock | 03/16/2017 | | F | 1,526 | D | \$ 53.55 | 114,243 D |
| Class A Common Stock | 03/16/2017 | | M | 2,639 | A | Ⓛ | 116,882 D |
| Class A Common Stock | 03/16/2017 | | F | 821 | D | \$ 53.55 | 116,061 D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | Ⓛ | 02/08/2017 | | A | 2,639 Ⓛ | 03/16/2017 03/16/2017 | Class A Common Stock | 2,639 |
| Restricted Stock Units | Ⓛ | 03/16/2017 | | M | 3,647 | 03/16/2017 03/16/2017 | Class A Common Stock | 3,647 |

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| | | | | | | | | |
|------------------------|-----|------------|---|-------|------------|------------|----------------------|-------|
| Restricted Stock Units | (1) | 03/16/2017 | M | 3,230 | 03/16/2017 | 03/16/2017 | Class A Common Stock | 3,230 |
| Restricted Stock Units | (1) | 03/16/2017 | M | 2,813 | 03/16/2017 | 03/16/2017 | Class A Common Stock | 2,813 |
| Restricted Stock Units | (1) | 03/16/2017 | M | 3,519 | 03/16/2017 | 03/16/2017 | Class A Common Stock | 3,519 |
| Restricted Stock Units | (1) | 03/16/2017 | M | 2,639 | 03/16/2017 | 03/16/2017 | Class A Common Stock | 2,639 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Floyd H. Charles
 C/O HYATT HOTELS CORPORATION
 71 S. WACKER DRIVE, 12TH FLOOR
 CHICAGO, IL 60606

See Remarks

Signatures

Rena Hozore Reiss,
 Attorney-in-fact
 03/20/2017

**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) Each Restricted Stock Unit ("RSU") represents the contingent right to receive, at settlement, one share of Class A Common Stock. This transaction represents the settlement of vested RSUs in shares of Class A Common Stock .
 Each RSU represents the contingent right to receive, at settlement, one share of Class A Common Stock. This transaction represents the attainment of certain performance goals set forth in a restricted stock unit award agreement. The RSUs, granted to the reporting person on
 (2) March 23, 2016 and issued pursuant to the Third Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan, vest on March 16, 2017. The RSUs will be settled in shares of Class A Common Stock upon vesting, subject to earlier settlement upon death or disability or a change of control of the issuer.

Remarks:
 Executive Vice President, Global President of Operations

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.