

MARRIOTT INTERNATIONAL INC /MD/

Form 424B1

May 20, 2015

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Filed Pursuant to Rule 424(b)(1)  
Registration 333-202172

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be Registered	Proposed	Proposed	Amount of Registration Fee(1)
		Maximum Offering Price Per Share(1)	Maximum Aggregate Offering Price	
Common Stock, par value \$0.01	12,497.66 shares	\$80.90	\$1,011,060.70	\$117.49

(1) The filing fee of \$117.49 is calculated in accordance with Rule 457(r) of the Securities Act of 1933 based upon the average of the high and low prices for Marriott's Class A Common Stock on May 15, 2015, which was \$80.90.

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**PROSPECTUS SUPPLEMENT**

**(To prospectus dated February 19, 2015)**

**MARRIOTT INTERNATIONAL, INC.**

**COMMON STOCK**

Marriott International, Inc. is offering 12,497.66 shares of its Class A Common Stock directly to a consultant.

Our Class A Common Stock is listed on the NASDAQ Global Select Market under the symbol MAR. The last reported sale price of our Class A Common Stock on May 19, 2015 was \$80.90 per share.

*Investing in our common stock involves risk. See **Risk Factors** beginning on page S-1 of this prospectus supplement.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

**Prospectus Supplement dated May 20, 2015.**

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus filed with the Securities and Exchange Commission (the SEC ) on February 19, 2015 (the Prospectus ) and any additional prospectus supplements or free writing prospectuses provided, authorized or used by us. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell the common stock in any jurisdiction where the offer or sale is not permitted. You should assume that any information appearing in this prospectus supplement, the Prospectus and in the documents incorporated by reference herein and therein is accurate only as of its respective date. Our business, financial condition, results of operation, and prospects may have changed since those dates.

**Prospectus**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

It is important for you to read and consider all of the information contained in this prospectus supplement, the Prospectus and any documents incorporated by reference herein and therein. Unless the context requires otherwise, references to Marriott, we, our or us in this prospectus supplement refer to Marriott International, Inc., a Delaware corporation.

**RISK FACTORS**

*An investment in our securities involves certain risks. You should carefully consider the risk factors included in our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2015, as well as the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision. Our business, financial condition or results of operations could be materially adversely affected by any of these risks.*

**USE OF PROCEEDS**

We will not receive any net proceeds from this offering.

**PLAN OF DISTRIBUTION**

Marriott intends to issue 12,497.66 shares of our Class A Common Stock pursuant to a consulting and development agreement between Marriott and a consultant. Marriott may issue additional securities pursuant to such agreement in the future.

**DESCRIPTION OF SECURITIES**

The description of our Class A Common Stock is contained in our Registration Statement on Form 8-A filed with the SEC on March 16, 1998 (File No. 001-13881), including any amendments or reports filed for the purpose of updating the description of our Class A Common Stock.

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**PROSPECTUS**

**MARRIOTT INTERNATIONAL, INC.**

**DEBT SECURITIES**

**COMMON STOCK**

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**WARRANTS**

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**PURCHASE CONTRACTS**

**UNITS**

We may from time to time offer to sell our debt securities, common stock or preferred stock, either separately or represented by warrants, depositary shares or purchase contracts, as well as units that include any of these securities or securities of other entities. The debt securities may consist of debentures, notes or other types of debt. Our Class A Common Stock is listed on the NASDAQ Global Select Market and trades under the ticker symbol MAR. The debt securities, preferred stock, warrants and purchase contracts may be convertible or exercisable or exchangeable for common or preferred stock or other securities of ours or debt or equity securities of one or more other entities.

We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis. These securities also may be resold by security holders. We will provide specific terms of any securities to be offered in supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest.

Our principal executive offices are located at 10400 Fernwood Road, Bethesda, Maryland 20817. Our telephone number is (301) 380-3000.

**Investing in our securities involves a high degree of risk. See the Risk Factors section of our filings with the Securities and Exchange Commission and the applicable prospectus supplement.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is February 19, 2015

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**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. You can inspect and copy these reports, proxy statements and other information at the public reference facilities of the SEC at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. The SEC also maintains a website that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC (<http://www.sec.gov>).

We also make our annual, quarterly and current reports, proxy statements and other information available free of charge on our investor relations website, [www.marriott.com/investor](http://www.marriott.com/investor), as soon as reasonably practicable after we electronically file these materials with, or furnish them to, the SEC. We use our website as a channel of distribution for material company information. Important information, including financial information, analyst presentations, financial news releases, and other material information about us is routinely posted on and accessible at [www.marriott.com/investor](http://www.marriott.com/investor). You can also inspect reports and other information we file at the office of The NASDAQ Stock Market, One Liberty Plaza, 165 Broadway, New York, New York 10006.

We have filed a registration statement and related exhibits with the SEC under the Securities Act of 1933, as amended. The registration statement contains additional information about us and the securities we may issue. You may inspect the registration statement and exhibits without charge at the office of the SEC at 100 F Street, N.E., Washington, D.C. 20549, and you may obtain copies from the SEC at prescribed rates.

Unless otherwise indicated or the context otherwise requires, references in this prospectus to the Company, we, us, and our refer to Marriott International, Inc. and its subsidiaries.

**INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference information into this prospectus, which means that we can disclose important information to you by referring to those documents. We hereby incorporate by reference the documents listed below, which means that we are disclosing important information to you by referring you to those documents. The information that we file later with the SEC will automatically update and in some cases supersede this information. Specifically, we incorporate by reference the following documents or information filed with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (including the portions of our proxy statement for our 2015 annual meeting of shareholders incorporated by reference therein);

The description of our Class A Common Stock set forth under the caption Description of the New Marriott Capital Stock in our Registration Statement on Form 10, filed on February 13, 1998, including any amendment or report filed with the SEC for the purpose of updating such description; and

Future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this prospectus and before the termination of this offering.

We will provide, without charge, to each person to whom a copy of this prospectus has been delivered, including any beneficial owner, a copy of any and all of the documents referred to herein that are summarized in this prospectus, if such person makes a written or oral request directed to:

Corporate Secretary

Marriott International, Inc.

10400 Fernwood Road

Department 52/862

Bethesda, Maryland 20817

(301) 380-3000



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You should rely only on the information incorporated by reference or provided in this prospectus and any supplement. We have not authorized anyone else to provide you with other information.

### **USE OF PROCEEDS**

We will set forth in the applicable prospectus supplement our intended use for the net proceeds received by us for our sale of securities under this prospectus. We will not receive the net proceeds of any sales by selling security holders.

### **DESCRIPTION OF SECURITIES**

We will set forth in the applicable prospectus supplement a description of the debt securities, common stock, preferred stock, warrants, depositary shares, purchase contracts or units that may be offered under this prospectus.

A document called the Indenture will govern debt securities offered under this prospectus. Unless we specify otherwise in the applicable prospectus supplement, the Indenture is a contract between us and The Bank of New York Mellon, as successor to JPMorgan Chase Bank, N.A., formerly known as The Chase Manhattan Bank, which acts as Trustee. We have filed a copy of the Indenture with the SEC. See Where You Can Find More Information for information on how to obtain a copy.

### **SELLING SECURITY HOLDERS**

We will set forth information about selling security holders, where applicable, in a prospectus supplement, in a post-effective amendment, or in filings we make with the SEC under the Securities Exchange Act of 1934, as amended, that are incorporated by reference.

### **VALIDITY OF SECURITIES**

Gibson, Dunn & Crutcher LLP will pass upon the validity of any securities issued under this prospectus. Any underwriters will be represented by their own legal counsel.

### **EXPERTS**

The consolidated financial statements of Marriott International, Inc. appearing in Marriott International, Inc.'s Annual Report (Form 10-K) for the fiscal year ended December 31, 2014, and the effectiveness of Marriott International, Inc.'s internal control over financial reporting as of December 31, 2014, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such financial statements are, and audited financial statements to be included in subsequently filed documents will be, incorporated herein in reliance upon the reports of Ernst & Young LLP pertaining to such financial statements and the effectiveness of our internal control over financial reporting as of the respective dates (to the extent covered by consents filed with the Securities and Exchange Commission) given on the authority of such firm as experts in accounting and auditing.