

Hyatt Hotels Corp  
Form 8-K  
August 22, 2016

**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): August 17, 2016**

**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 August 22, 2016, Hyatt Hotels Corporation (the Company) filed a Certificate of Retirement with the Secretary of State of the State of Delaware to retire 1,881,636 shares of Class B Common Stock, par value \$0.01 per share, of the Company (the Class B Common Stock). All 1,881,636 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 1,881,636 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 1,881,636 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 number of authorized shares of capital stock of the Company by 1,881,636 shares. The total number of authorized shares of the Company is now 1,451,623,374 shares, consisting of 1,000,000,000 shares designated Class A Common Stock, 439,741,738 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 August 17, 2016, the Company entered into a Purchase and Sale Agreement (each, a Purchase and Sale Agreement) with each of (i) Alpine PT Company, solely in its capacity as trustee of Coco Trust, a trust for the benefit of Anthony N. Pritzker, and (ii) Posterity PT Company, solely in its capacity as trustee of PG Alma Trust, a trust for the benefit of Jay Robert Pritzker, pursuant to which the Company agreed to purchase an aggregate of 1,881,636 shares of Class B Common Stock at a price of \$53.1452 per share, which represents the Volume Weighted Average Price for the Class A Common Stock for the three (3) trading-day period ending August 16, 2016 as reported by Bloomberg, for an aggregate purchase price of \$99,999,921.54. The closings of such repurchase transactions occurred on August 19, 2016. The shares of Class B Common Stock repurchased represented approximately 1.4% of the Company's total shares of common stock outstanding prior to the repurchase.

Upon repurchase, the 1,881,636 shares of Class B Common Stock automatically converted into 1,881,636 shares of Class A common stock. All 1,881,636 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 1,881,636. All 1,881,636 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 107,747,326 shares of Class B Common Stock outstanding and 23,117,411 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 \$113 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**

| <b>Number</b> | <b>Exhibit Description</b>   |
|---------------|--|
| 3.1           | Certificate of Retirement of 1,881,636 Shares of Class B Common Stock.   |
| 99.1          | Purchase and Sale Agreement, dated as of August 17, 2016, between Hyatt Hotels Corporation and Alpine PT Company, solely in its capacity as trustee of Coco Trust, a trust for the benefit of Anthony N. Pritzker.       |
| 99.2          | Purchase and Sale Agreement, dated as of August 17, 2016, between Hyatt Hotels Corporation and Posterity PT Company, solely in its capacity as trustee of PG Alma Trust, a trust for the benefit of Jay Robert Pritzker. |

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**

By: /s/ Rena Hozore Reiss

Date: August 22, 2016

\_\_\_\_\_  
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 1,881,636 Shares of Class B Common Stock  |
| 99.1 | Purchase and Sale Agreement, dated as of August 17, 2016, between Hyatt Hotels Corporation and Alpine PT Company, solely in its capacity as trustee of Coco Trust, a trust for the benefit of Anthony N. Pritzker.       |
| 99.2 | Purchase and Sale Agreement, dated as of August 17, 2016, between Hyatt Hotels Corporation and Posterity PT Company, solely in its capacity as trustee of PG Alma Trust, a trust for the benefit of Jay Robert Pritzker. |