

MARRIOTT INTERNATIONAL INC /MD/  
Form 8-K  
May 10, 2018

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): May 4, 2018

---

MARRIOTT INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

---

|          |         |            |
|----------|---------|------------|
| Delaware | 1-13881 | 52-2055918 |
|----------|---------|------------|

(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)

10400 Fernwood Road, Bethesda, Maryland 20817  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (301) 380-3000

---

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company   
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section

13(a) of the Exchange Act.

---

Item 5.07. Submission of Matters to a Vote of Security Holders

On May 4, 2018, Marriott International, Inc. (“Marriott”) held its Annual Meeting of Stockholders. Marriott’s stockholders voted on the items outlined in the 2018 Proxy Statement (“Proxy Statement”), filed with the Securities and Exchange Commission on April 4, 2018, as follows:

1. Marriott’s stockholders elected 14 director nominees named in the Proxy Statement with the following votes:

| NOMINEE                | FOR           | AGAINST    | ABSTAIN    | BROKER<br>NON-VOTES |
|------------------------|---------------|------------|------------|---------------------|
| J.W. Marriott, Jr.     | 2,786,274,910 | 32,403,440 | 6,809,520  | 373,776,210         |
| Mary K. Bush           | 2,791,429,560 | 25,281,330 | 8,776,980  | 373,776,210         |
| Bruce W. Duncan        | 2,789,522,300 | 27,438,630 | 8,526,940  | 373,776,210         |
| Deborah M. Harrison    | 2,790,964,030 | 25,639,910 | 8,883,930  | 373,776,210         |
| Frederick A. Henderson | 2,804,934,490 | 10,944,700 | 9,608,680  | 373,776,210         |
| Eric Hippeau           | 2,774,982,300 | 39,521,630 | 10,983,940 | 373,776,210         |
| Lawrence W. Kellner    | 2,740,510,310 | 75,214,620 | 9,762,940  | 373,776,210         |
| Debra L. Lee           | 2,763,459,470 | 53,035,490 | 8,992,910  | 373,776,210         |
| Aylwin B. Lewis        | 2,807,171,050 | 9,140,990  | 9,175,830  | 373,776,210         |
| George Muñoz           | 2,754,066,850 | 61,887,350 | 9,533,670  | 373,776,210         |
| Steven S Reinemund     | 2,785,662,660 | 30,193,490 | 9,631,720  | 373,776,210         |
| W. Mitt Romney         | 2,795,371,620 | 20,627,650 | 9,488,600  | 373,776,210         |
| Susan C. Schwab        | 2,794,184,260 | 22,283,110 | 9,020,500  | 373,776,210         |
| Arne M. Sorenson       | 2,796,279,130 | 21,564,820 | 7,643,920  | 373,776,210         |

2. Marriott’s stockholders ratified the appointment of Ernst & Young LLP as Marriott’s independent registered public accounting firm for fiscal year 2018 with the following votes:

| FOR           | AGAINST    | ABSTAIN   |
|---------------|------------|-----------|
| 3,148,158,400 | 43,168,940 | 7,936,740 |

3. Marriott’s stockholders approved the advisory resolution on the compensation of Marriott’s named executive officers with the following votes:

| FOR           | AGAINST    | ABSTAIN    | BROKER<br>NON-VOTES |
|---------------|------------|------------|---------------------|
| 2,737,046,310 | 63,575,050 | 24,866,510 | 373,776,210         |

4. Marriott’s stockholders voted against amending Marriott’s Certificate of Incorporation and Bylaws to provide holders of 25% of Company stock the right to call special meetings (this item required approval of 66 2/3rds of the voting power of the shares outstanding) with the following votes:

| FOR           | AGAINST     | ABSTAIN    | BROKER<br>NON-VOTES |
|---------------|-------------|------------|---------------------|
| 2,061,434,130 | 669,870,180 | 94,183,560 | 373,776,210         |

5. Marriott’s stockholders voted against a stockholder resolution to allow holders of 15% of Marriott stock to call special meetings with the following votes:

| FOR         | AGAINST       | ABSTAIN    | BROKER<br>NON-VOTES |
|-------------|---------------|------------|---------------------|
| 971,362,530 | 1,836,311,840 | 17,813,500 | 373,776,210         |



6. Marriott's stockholders voted in favor of a stockholder resolution to implement simple majority voting in Marriott's Governance Documents with the following votes:

| FOR           | AGAINST     | ABSTAIN    | BROKER<br>NON-VOTES |
|---------------|-------------|------------|---------------------|
| 1,832,780,770 | 974,384,240 | 18,322,860 | 373,776,210         |

SIGNATURE

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.

MARRIOTT INTERNATIONAL, INC.

Date: May 10, 2018 By: /s/ Bancroft S. Gordon  
Bancroft S. Gordon  
Vice President, Senior Counsel and Corporate Secretary