MARRIOTT VACATIONS WORLDWIDE Corp

Form SC 13G

May 25, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO § 240.13D-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO § 240.13D-2**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

MARRIOTT VACATIONS WORLDWIDE CORPORATION
(Name of Issuer)

Common Stock, par value $0.01 per share
(Title of Class of Securities)

57164Y107
(CUSIP Number)

February 25, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-1(b)
x Rule 13d-1(c)
¨ Rule 13d-1(d)

[*] The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 57164Y107 13G Page 2 of 5 Pages

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen Blake Marriott
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)
2.
(a) ¨

(b) ¨
SEC USE ONLY
3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

United States of America

SOLE VOTING POWER

5.

9,056*
SHARED VOTING POWER

6.

2,002,956**
SOLE DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7.

9,056*
SHARED DISPOSITIVE POWER

8.

2,002,956**
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,012,012

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

10.

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

7.1%***

TYPE OF REPORTING PERSON (see instructions)

12.

IN

\* Consists of the following: 9,056 shares held directly by Stephen Blake Marriott.

\*\* Consists of the following: (a) 2,002,797 shares beneficially owned by JWM Family Enterprises, Inc., for which Stephen Blake Marriott serves as a director; and (b) 159 shares held by a trust for the benefit of his nephew, for which Stephen Blake Marriott serves as a trustee. Mr. Marriott disclaims beneficial ownership of the foregoing shares in excess of his pecuniary interest.

\*\*\* The denominator is based on the 28,218,122 shares of common stock outstanding as of April 22, 2016, as reported on the facing page of the Form 10-Q for the quarterly period ended March 25, 2016, filed by Marriott Vacations Worldwide Corporation.

This Schedule 13G (this "Schedule 13G") is being filed by Stephen Blake Marriott (the "Reporting Person"). The shares of Common Stock of the Issuer (as defined below) held by the Reporting Person and reported on this Schedule 13G were previously reported on a Schedule 13D, filed on November 30, 2011, as amended by Amendment No. 1, filed on March 13, 2013, and Amendment No. 2, filed on November 21, 2013 (the "Schedule 13D"), that was jointly filed by the Reporting Person, J.W. Marriott, Jr., Deborah Marriott Harrison, Estate of Stephen Garff Marriott, David Sheets Marriott, John W. Marriott III, JWM Family Enterprises, Inc. and JWM Family Enterprises, L.P. This Schedule 13G supersedes the information contained in the Schedule 13D with respect to the Reporting Person.

**Item 1.**

Name of Issuer:

(a)

Marriott Vacations Worldwide Corporation (the "Issuer")

Address of Issuer's Principal Executive Offices:

(b)
6649 Westward Boulevard

Orlando, FL 32821

**Item 2.**

Name of Person Filing:

(a)

Stephen Blake Marriott

(b) Address of Principal Business Office or, if None, Residence:

Stephen Blake Marriott

c/o JWM Family Enterprises, Inc.

9737 Washingtonian Boulevard, Suite 404

Gaithersburg, MD 20878

Citizenship:

(c)

United States of America

Title of Class of Securities:

(d)

Common Stock, par value $0.01 per share

CUSIP Number:

(e)

57164Y107

**Item 3.  If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not Applicable.

**Item 4.  Ownership.**

Reference is made to Items 5-9 and 11, which are incorporated by reference herein.

**Item 5.  Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ¨.

**Item 6.  Ownership of More Than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7.  Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable.

**Item 8.  Identification and Classification of Members of the Group.**

Not Applicable.

**Item 9.  Notice of Dissolution of Group.**

Not Applicable.

**Item 10.  Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 57164Y107 13G Page 5 of 5 Pages

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

5/19/2016
(Date)

/s/ Stephen Blake Marriott
(Signature)

Stephen Blake Marriott
(Name and Title)