

MARRIOTT VACATIONS WORLDWIDE Corp
Form SC 13G/A
February 12, 2019

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)

Marriott Vacations Worldwide Corporation

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

57164Y107

(CUSIP Number)

December 31, 2018

(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)

- 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 6 Pages

NAMES OF REPORTING PERSONS

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

1. The Juliana B. Marriott Marital Trust

46-6976704

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a) ..

(b) ..

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Maryland

SOLE VOTING
POWER

5.

7,166*
SHARED
VOTING POWER

6.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

2,002,797**
SOLE
DISPOSITIVE
POWER

7.

7,166*
SHARED
DISPOSITIVE
POWER

8.

2,002,797**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 2,009,963

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions) ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 4.3%***

12.

TYPE OF REPORTING PERSON (see instructions)

OO

- * Consists of shares held directly by The Juliana B. Marriott Marital Trust (the “Marital Trust”).
- ** Consists of shares beneficially owned by JWM Family Enterprises, Inc. The Marital Trust disclaims beneficial ownership of the foregoing shares in excess of its pecuniary interest.

The denominator is based on the 47,037,330 shares of common stock outstanding as of November 2, 2018, as ***reported on the cover page of the Form 10-Q for the quarterly period ended September 30, 2018 filed by Marriott Vacations Worldwide Corporation.

CUSIP No. 57164Y107 13G Page 3 of 6 Pages

NAMES OF REPORTING PERSONS

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

Juliana B. Marriott

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a) ..

(b) ..

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

United States of America

SOLE VOTING
POWER

5.

4,282*
SHARED
VOTING POWER

6.

2,018,399**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

SOLE
DISPOSITIVE
POWER

7.

4,282*
SHARED
DISPOSITIVE
POWER

8.

2,018,399**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

2,022,681

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

(see instructions) ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

4.3%***

TYPE OF REPORTING PERSON (see instructions)

12.

IN

* Consists of 4,282 shares held directly by Juliana B. Marriott (“Mrs. Marriott”).

Consists of shares of the following: (a) 2,009,963 shares beneficially owned by the Marital Trust and (b) 8,436
** shares held in four trusts for the benefit of Mrs. Marriott’s children, for which Mrs. Marriott serves as a trustee.
Mrs. Marriott disclaims beneficial ownership of the foregoing shares in excess of her pecuniary interest.

The denominator is based on the 47,037,330 shares of common stock outstanding as of November 2, 2018, as
*** reported on the cover page of the Form 10-Q for the quarterly period ended September 30, 2018 filed by Marriott
Vacations Worldwide Corporation.

CUSIP No. 57164Y107 13G Page 4 of 6 Pages

This Amendment No. 4 constitutes an exit filing for each of the Reporting Persons.

Item 1.

Name of Issuer

(a)

Marriott Vacations Worldwide Corporation

Address of Issuer's Principal Executive Offices

(b) 6649 Westward Boulevard

Orlando, FL 32821

Item 2.

Name of Person Filing

(a)

This Schedule 13G/A is being filed by The Juliana B. Marriott Marital Trust (the "Marital Trust") and Juliana B. Marriott ("Mrs. Marriott" and, together with the Marital Trust, the "Reporting Persons").

(b) Address of the Principal Business Office or, if none, residence

The business address of each Reporting Person is:

c/o Jacqueline M. Perry

JWM Family Enterprises, Inc.

9737 Washingtonian Boulevard, Suite 404

Gaithersburg, MD 20878

Citizenship

(c) Marital Trust: Maryland

Mrs. Marriott: United States of America

Title of Class of Securities

(d)

Common Stock, \$0.01 par value 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.

CUSIP No. 57164Y107 13G Page 5 of 6 Pages

Item 4. Ownership.

Reference is made to Items 5-9 and 11 and the footnotes thereto on pages 2 and 3 of this Schedule 13G/A, 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 five percent of the class of securities, check the following .

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

Reference is made to the footnotes to Items 6 and 8 on pages 2 and 3 of this Schedule 13G/A, which are incorporated by reference herein.

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

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 6 of 6 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.

February 12, 2019

(Date)

The Juliana B. Marriott Marital Trust

/s/ Juliana B. Marriott, Trustee

(Signature)

Juliana B. Marriott, Trustee

(Name and Title)

February 12, 2019

(Date)

/s/ Juliana B. Marriott

(Signature)

Juliana B. Marriott

(Name)