

MARRIOTT INTERNATIONAL INC /MD/

Form 8-K

November 09, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 8, 2018

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MARRIOTT INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

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|---------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware                                          | 1-13881                     | 52-2055918                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>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

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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.

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.

On November 8, 2018, W. Mitt Romney resigned from the Board of Directors of Marriott International, Inc. ("Marriott"), effective that date. Mr. Romney stated that he is resigning because he would not be able to continue to commit sufficient time and attention to Marriott and its shareholders as he pursues his plans for the future. Mr. Romney did not resign on account of any disagreement with Marriott's operations, policies or procedures. On November 8, 2018, the Board of Directors of Marriott reduced the size of the Board from fourteen (14) directors to thirteen (13), effective concurrently with Mr. Romney's resignation from the Board, which became effective on November 8, 2018.

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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: November 9, 2018

By: /s/ Bancroft S. Gordon

Bancroft S. Gordon

Vice President, Senior Counsel and Corporate Secretary