

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MARRIOTT INTERNATIONAL, INC.

(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

52-2055918
(IRS. Employer
Identification No.)

**10400 Fernwood Road
Bethesda, Maryland 20817
(301) 380-3000**

(Address of Principal Executive Offices, Zip Code)

MARRIOTT INTERNATIONAL, INC. EXECUTIVE DEFERRED COMPENSATION PLAN
(Full title of the plan)

**Edward S. Ryan, Esq.
Executive Vice President and General Counsel
Marriott International, Inc.
Dept. 52/923**

**10400 Fernwood Road
Bethesda, Maryland 20817
(301) 380-3000**

(Name, Address, including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

**Copy to:
Ronald O. Mueller, Esq.
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
(202) 955-8500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of registration fee
Executive Deferred Compensation Plan Obligations	\$150,000,000	100%	\$150,000,000	\$15,105.00

- (1) Relates to Executive Deferred Compensation Plan Obligations pursuant to the Marriott International, Inc. Executive Deferred Compensation Plan, as amended. The Executive Deferred Compensation Plan Obligations are unsecured obligations of the Company to pay deferred compensation in the future in accordance with the terms of the Company's Executive Deferred Compensation Plan and are represented by an unfunded and unsecured book reserve (the "Reserve") maintained on our books, and rank pari passu with other unsecured and unsubordinated indebtedness of the Company from time to time outstanding.
- (2) Calculated solely for purposes hereof pursuant to Rule 457(h) under the Securities Act of 1933, as amended.

INTRODUCTION

This Registration Statement on Form S-8 (the "Registration Statement") is filed by Marriott International, Inc., a Delaware corporation (the "Company" or the "Registrant"), and the Marriott International, Inc. Executive Deferred Compensation Plan (the "Deferred Plan"), to register an additional \$150,000,000 of unfunded and unsecured obligations (the "Obligations") of the Company issuable under the Deferred Plan. The Company previously filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-8 (File No. 333-161194) on August 10, 2009 registering \$150,000,000 worth of Obligations under the Deferred Plan (the "Prior Registration Statement").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.*

Item 2. Registrant Information and Employee Plan Annual Information.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation, incorporated by reference to Exhibit No. 3(i) to the Company's Form 8-K filed with the SEC on August 22, 2006 (File No. 001-13881).
4.2	Amended and Restated Bylaws, incorporated by reference to Exhibit No. 3(ii) to the Company's Form 8-K filed with the SEC on June 18, 2014 (File No. 001-13881).
5.1	Opinion of Edward A. Ryan, Esq., on behalf of the Company's Law Department.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Edward A. Ryan, Esq., on behalf of the Company's Law Department (filed as part of Exhibit 5.1).
24	Powers of Attorney (included on signature page).

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Montgomery, State of Maryland, on February 18, 2016.

MARRIOTT INTERNATIONAL, INC.

By: /s/ Arne M. Sorenson

Arne M. Sorenson
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Edward A. Ryan and Bancroft S. Gordon as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Arne M. Sorenson</u> Arne M. Sorenson	President, Chief Executive Officer and Director (Principal Executive Officer)	February 18, 2016
<u>/s/ Kathleen K. Oberg</u> Kathleen K. Oberg	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	February 18, 2016
<u>/s/ Bao Giang Val Bauduin</u> Bao Giang Val Bauduin	Controller and Chief Accounting Officer (Principal Accounting Officer)	February 18, 2016
<u>/s/ J.W. Marriott, Jr.</u> J.W. Marriott, Jr.	Chairman of the Board	February 18, 2016
<u>/s/ Mary K. Bush</u> Mary K. Bush	Director	February 18, 2016
<u>/s/ Deborah Marriott Harrison</u> Deborah Marriott Harrison	Director	February 18, 2016
<u>/s/ Frederick A. Henderson</u> Frederick A. Henderson	Director	February 18, 2016

/s/ Lawrence W. Kellner

Director

February 18, 2016

Lawrence W. Kellner

/s/ Debra L. Lee

Director

February 18, 2016

Debra L. Lee

/s/ George Muñoz

Director

February 18, 2016

George Muñoz

/s/ Susan C. Schwab

Director

February 18, 2016

Susan C. Schwab

/s/ Steven S Reinemund

Director

February 18, 2016

Steven S Reinemund

/s/ W. Mitt Romney

Director

February 18, 2016

W. Mitt Romney

EXHIBIT INDEX

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February 16, 2016

Marriott International, Inc.
10400 Fernwood Road
Bethesda, Maryland 20817

Ladies and Gentlemen:

I am an Executive Vice President and serve as Global General Counsel of Marriott International, Inc., a Delaware corporation (the "**Company**"). In that capacity I, together with other attorneys in the Company's Law Department who have given substantive attention to the representation described in this paragraph (collectively, "**we**"), have acted as legal counsel to the Company in connection with the Company's registration of securities on a Registration Statement on Form S-8 (the "**Registration Statement**") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Act**"). The Registration Statement covers:

up to \$150,000,000 of Executive Deferred Compensation Plan Obligations (the "**Obligations**") to be issued under the Company's Executive Deferred Compensation Plan (the "**Plan**").

We have examined or are otherwise familiar with the Registration Statement, the Plan, the Company's restated certificate of incorporation and by-laws, such corporate proceedings as have occurred through the date hereof pertaining to the Plan, the Obligations, and such other documents, records and instruments as we have deemed necessary or appropriate for the purposes of this opinion. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based on the foregoing and the assumptions that follow, we are of the opinion that

the Obligations, when issued in accordance with the terms of the Plan, will constitute legal, valid and binding obligations of the Company.

The foregoing opinions are subject to the following assumptions, qualifications, limitations and exceptions:

A. The Registration Statement has been filed and has become effective under the Act.

B. To the extent they relate to enforceability, the foregoing opinions are subject to (i) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the enforcement of creditors' rights generally, including, without limitation, the effect of statutory or other laws regarding fraudulent transfers or preferential transfers and (ii) general principles of equity, including concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies regardless of whether enforceability is considered in a proceeding in equity or at law.

C. We express no opinion regarding the effectiveness of any waiver (whether or not stated as such) contained in the Plan of the rights of any party, or duties owing to it, that is broadly or vaguely stated or does not describe the right or duty purportedly waived with reasonable specificity or any provision in the Plan relating to indemnification, exculpation or contribution.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to the Company's Law Department in the prospectus that forms a part of the Registration Statement.

Very truly yours,

/s/ Edward A. Ryan

Edward A. Ryan
Executive Vice President and General Counsel

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8), dated February 18, 2016, pertaining to the Executive Deferred Compensation Plan of Marriott International, Inc. of our reports dated February 18, 2016, with respect to the consolidated financial statements of Marriott International, Inc., and the effectiveness of internal control over financial reporting of Marriott International, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, Virginia
February 18, 2016