

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Under Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 13, 1998

NEW MARRIOTT MI, INC.

(To Be Renamed "Marriott International, Inc.")  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

52-2055918  
(IRS Employer Identification No.)

1-13188  
(Commission File No.)

10400 Fernwood Road, Bethesda, Maryland 20817  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (301) 380-3000

(Former name or former address, if changed since last report)

Item 5. Other Events

Financial data for the Registrant for 1997 and 1996, by quarter is given below. The financial data is unaudited, and should be read in conjunction with the combined financial statements and notes thereto included in the Registrant's Annual Report on Form 10-K for the fiscal year ended January 2, 1998.

QUARTERLY FINANCIAL DATA - UNAUDITED

(\$ in millions, except per share data)

	1997 (1)				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Fiscal Year
SALES					
Lodging					
Rooms	\$ 898	\$ 1,061	\$ 991	\$ 1,338	\$ 4,288
Food and beverage	321	393	314	549	1,577
Other	231	260	299	353	1,143
	1,450	1,714	1,604	2,240	7,008
Contract Services	459	481	469	629	2,038
	1,909	2,195	2,073	2,869	9,046
OPERATING COSTS AND EXPENSES					
Lodging					
Departmental direct costs					
Rooms	197	232	227	308	964
Food and beverage	239	289	253	414	1,195
Other operating expenses	893	1,050	993	1,344	4,280
	1,329	1,571	1,473	2,066	6,439
Contract Services	445	465	464	624	1,998
	1,774	2,036	1,937	2,690	8,437
OPERATING PROFIT					
Lodging	121	143	131	174	569
Contract Services	14	16	5	5	40
	135	159	136	179	609
Operating profit before corporate expenses and interest	(20)	(20)	(20)	(28)	(88)
Corporate expenses	(7)	(8)	(3)	(4)	(22)
Interest expense	5	6	8	13	32
Interest income	113	137	121	160	531
INCOME BEFORE INCOME TAXES	44	53	47	63	207
Provision for income taxes					

	1996 (1)				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Fiscal Year
SALES					
Lodging					
Rooms	\$ 781	\$ 856	\$ 836	\$ 1,146	\$ 3,619
Food and beverage	303	327	271	460	1,361
Other	189	205	194	286	874
	1,273	1,388	1,301	1,892	5,854
Contract Services	236	308	344	525	1,413
	1,509	1,696	1,645	2,417	7,267
OPERATING COSTS AND EXPENSES					
Lodging					
Departmental direct costs					
Rooms	184	191	196	272	843
Room and beverage	231	239	220	348	1,038
Other operating expenses	764	843	784	1,130	3,521
	1,179	1,273	1,200	1,750	5,402
Contract Services	229	294	330	504	1,357
	1,408	1,567	1,530	2,254	6,759
OPERATING PROFIT					
Lodging	94	115	101	142	452
Contract Services	7	14	14	21	56
Operating profit before corporate expense and interest	101	129	115	163	508
Corporate expenses	(14)	(15)	(15)	(29)	(73)
Interest expense	8	(23)	(12)	(10)	(37)
Interest income	9	9	7	12	37
INCOME BEFORE INCOME TAXES	104	100	95	136	435
Provision for income taxes	40	38	36	51	165
NET INCOME	\$ 64	\$ 62	\$ 59	\$ 85	\$ 270
EARNINGS PER SHARE (2,3)					
Pro Forma Basic Earnings per Share	\$0.25	\$0.24	\$0.23	\$0.33	\$1.06
Pro Forma Diluted Earnings per Share	\$0.22	\$0.23	\$0.22	\$0.31	\$0.99

- (1) The quarters consist of 12 weeks, except the fourth quarter, which includes 16 weeks in 1997 and 17 weeks in 1996.
- (2) Pro forma earnings per share data reflect the adoption, in the fourth quarter of 1997, of Statement of Financial Accounting Standards No. 128, "Earnings Per Share."
- (3) The sum of the earnings per share for the four quarters differs from the annual per share data due to the required method of computing weighted average number of shares in interim periods.

## SIGNATURES

Under 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 thereunto duly authorized.

NEW MARRIOTT MI, INC.

By: /s/ Stephen E. Riffie

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Stephen E. Riffie  
Vice President, Finance and  
Chief Accounting Officer

Date: March 13, 1998