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**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)

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**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)

**Rena Hozore Reiss, 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)

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**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

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 7(a)(2)(B) of the Securities Act.

#### 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(3)
Executive Deferred Compensation Plan Obligations	\$150,000,000	100%	\$150,000,000	\$18,180

(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 Marriott International, Inc. (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 account (the “Account”) 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.

(3) Calculated in accordance with Rule 457(o) of the Securities Act.

## 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 issuable under the Deferred Plan (the "Prior Registration Statement") and a registration statement on Form S-8 (File No. 333-209587) on February 18, 2016 registering \$150,000,000 worth of Obligations issuable under the Deferred Plan.

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.

Exhibit No.	Description	Incorporation by Reference (where a report is indicated below, that document previously has been filed with the SEC and the applicable exhibit is incorporated by reference thereto)
4.1	Restated Certificate of Incorporation of the Company.	<a href="#">Exhibit No. 3(i) to our Form 8-K filed on August 22, 2006 (File No. 001-13881).</a>
4.2	Amended and Restated Bylaws of the Company.	<a href="#">Exhibit No. 3(ii) to our Form 8-K filed on February 14, 2017 (File No. 001-13881).</a>
5.1	Opinion of Rena Hozore Reiss, Esq., on behalf of the Company's Law Department.	<a href="#">Filed with this report</a>
23.1	Consent of Rena Hozore Reiss, Esq., on behalf of the Company's Law Department (contained in Exhibit 5.1).	
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm for Marriott International, Inc.	<a href="#">Filed with this report</a>
24	Powers of Attorney (included on signature page).	Filed with this Report.

**[SIGNATURES ON THE NEXT 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 March 1, 2019.

**MARRIOTT INTERNATIONAL, INC.**

By: /s/ Bancroft S. Gordon

Bancroft S. Gordon

**Vice President, Assistant General Counsel and  
Corporate Secretary**

**Power of Attorney.** Each person whose signature appears below constitutes and appoints Rena Hozore Reiss 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Arne M. Sorenson</i> <b>Arne M. Sorenson</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	March 1, 2019
<i>/s/ Kathleen K. Oberg</i> <b>Kathleen K. Oberg</b>	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	March 1, 2019
<i>/s/ Bao Giang Val Bauduin</i> <b>Bao Giang Val Bauduin</b>	Controller and Chief Accounting Officer (Principal Accounting Officer)	March 1, 2019
<i>/s/ J.W. Marriott, Jr.</i> <b>J.W. Marriott, Jr.</b>	Chairman of the Board	March 1, 2019
<i>/s/ Mary K. Bush</i> <b>Mary K. Bush</b>	Director	March 1, 2019
<i>/s/ Bruce W. Duncan</i> <b>Bruce W. Duncan</b>	Director	March 1, 2019
<i>/s/ Deborah Marriott Harrison</i> <b>Deborah Marriott Harrison</b>	Director	March 1, 2019
<i>/s/ Frederick A. Henderson</i> <b>Frederick A. Henderson</b>	Director	March 1, 2019
<i>/s/ Eric Hippeau</i> <b>Eric Hippeau</b>	Director	March 1, 2019
<i>/s/ Lawrence W. Kellner</i> <b>Lawrence W. Kellner</b>	Director	March 1, 2019
<i>/s/ Debra L. Lee</i> <b>Debra L. Lee</b>	Director	March 1, 2019
<i>/s/ Aylwin B. Lewis</i> <b>Aylwin B. Lewis</b>	Director	March 1, 2019
<i>/s/ George Muñoz</i> <b>George Muñoz</b>	Director	March 1, 2019
<i>/s/ Steven S. Reinemund</i> <b>Steven S. Reinemund</b>	Director	March 1, 2019
<i>/s/ Susan C. Schwab</i> <b>Susan C. Schwab</b>	Director	March 1, 2019

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

March 1, 2019

Ladies and Gentlemen:

I am an Executive Vice President and serve as 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,

By: /s/ Rena Hozore Reiss

Rena Hozore Reiss  
Executive Vice President and General Counsel

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8), dated March 1, 2019, pertaining to the Executive Deferred Compensation Plan of Marriott International, Inc. of our reports dated March 1, 2019, 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, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia  
March 1, 2019