UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 18, 2012

MARRIOTT INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

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

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))

ITEM 2.02. Results of Operations and Financial Condition.

Marriott International, Inc. ("Marriott"), at its Security Analyst Meeting which is being webcast today, Monday, June 18, 2012 from approximately 7:30 p.m. to midnight Eastern Daylight Time (EDT), from Beijing, China, is providing enhanced disclosure of information in the following areas: (1) for fiscal years 2007 through 2011, incentive management fee revenue by region; (2) for fiscal years 2010 and 2011, the composition of owned, leased, corporate housing and other revenue, net of direct expenses; and (3) adjusted return on invested capital for fiscal year 2011. These disclosures appear in Exhibit 99.1 to this report and are incorporated herein by reference.

The presentations will take place in Beijing, China from approximately 7:30 a.m. to noon local time on June 19, 2012. A live webcast of the meeting, presentation materials, and an audio replay will be available on the Marriott's investor relations website at http://www.marriott.com/investor (click on "Recent & Upcoming Events" and then click on the "Security Analyst Meeting" link).

ITEM 7.01. Regulation FD Disclosure.

Marriott today also issued a press release describing certain other information that will be presented as part of its Security Analyst Meeting. A copy of Marriott's press release is attached as Exhibit 99.2 and incorporated herein by reference.

The materials presented at the Security Analyst Meeting, which are available at Marriott's investor relations website as described in Item 2.02 above, include certain non-GAAP financial measures and the related reconciliations of the non-GAAP financial measures to the most directly related comparable GAAP measures.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are furnished with this report:

Exhibit 99.1 – Disclosure of certain historical information for fiscal years 2007 through 2011.

Exhibit 99.2 – Press release issued on June 18, 2012.

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: June 18, 2012

By: /s/ Bancroft Gordon
Bancroft Gordon
Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Disclosure of certain historical information for fiscal years 2007 through 2011.
99.2	Press release issued June 18, 2012.

Exhibit 99.1

MARRIOTT INTERNATIONAL, INC.
Incentive Management Fee Revenue By Region
($ in millions)

	Fiscal Year 2007	Fiscal Year 2008	Fiscal Year 2009	Fiscal Year 2010	Fiscal Year 2011
Incentive Management Fee Revenue:					
North America [1]	$ 239	$ 159	$ 51	$ 63	$ 63
Caribbean & Latin America	18	21	16	16	18
Europe	37	44	22	29	37
Middle East and Africa	28	35	28	25	19
Asia Pacific	47	52	37	49	58
International [2]	130	152	103	119	132
Total	$ 369	$ 311	$ 154	$ 182	$ 195

[1] Includes incentive management fee revenue from the continental United States and Canada, except for 2011 which represents incentive management fee revenue from the United States and Canada.

[2] Represents incentive management fee revenue outside the continental United States and Canada, except for 2011 which represents incentive management fee revenue outside the United States and Canada.

MARRIOTT INTERNATIONAL, INC.

Composition of Owned, Leased, Corporate Housing, and Other Revenue, Net of Direct Expenses

($ in millions)

	Fiscal Year 2010	Fiscal Year 2011
Owned and leased hotel revenue, net of direct expenses	$ (15)	$ —
Corporate housing and other revenue, net of direct expenses	28	41
Branding fees revenue	78	99
Owned, leased, corporate housing, and other revenue, net of direct expenses	$ 91	$ 140

Marriott International, Inc.
Non-GAAP Financial Measures
Return on Invested Capital †

The reconciliations of net income to earnings before interest expense and income taxes (“EBIT”) and adjusted EBIT are as follows:

($ in millions)	Fiscal Year 2011
Net income	$ 198
Add:	
Provision (benefit) for income taxes	158
Interest expense	164
Timeshare interest [1]	11
Earnings before interest expense and income taxes †	531
Add:	
Timeshare spin-off adjustments, pre-tax	300
Less:	
Timeshare interest	(11)
Timeshare interest expense	(29)
Adjusted EBIT †	$ 791

The reconciliations of assets to invested capital and adjusted invested capital are as follows:

($ in millions)	Year-End 2011	Beginning of Year 2011
Assets	$ 5,910	$ 8,983
Less:		
Current liabilities, net of current portion of long-term debt [2]	(2,203)	(2,363)
Deferred tax assets, net [3]	(1,142)	(1,159)
Timeshare capitalized interest [4]	—	(45)
Invested capital †	$ 2,565	5,416
Average invested capital †		
Add:		
Timeshare current liabilities, net of current portion of long-term debt [6]		342
Notes receivable from MVW related to the spin-off [6]		270
Timeshare capitalized interest [6]		45
Less:		
Timeshare assets [6]		(3,313)
Adjusted invested capital †		$ 2,760
Adjusted average invested capital †	$ 2,663 [5]	
Return on invested capital †	**30%**	

† Denotes non-GAAP financial measures. Please see page 4 for additional information about our reasons for providing these alternative financial measures and the limitations on their use.

1 Timeshare interest represents (for periods prior to the date of our spin-off of our timeshare operations and timeshare development business) previously capitalized interest that is a component of product cost.

2 Deducted because we expect that they will be satisfied in the short term.

3 Deducted because the numerator of the calculation is a pre-tax number. At year-end 2011 and beginning of the year 2011, “Deferred tax assets, net” was net of “current deferred income tax liabilities” of $12 million and $19 million, respectively.

4 Deducted because the numerator of the calculation is a pre-interest expense number.

5 For comparability of beginning and ending 2011 balances, 2011 adjusted average invested capital is the average of: 1) the 2011 adjusted beginning balance (reflecting the Timeshare spin-off as if it had occurred on the first day of fiscal year 2011); and 2) the Year-End 2011 balance.

6 Invested capital for Beginning of Year 2011 was further adjusted to calculate adjusted invested capital as if the Timeshare spin-off had occurred on the first day of fiscal year 2011 by: 1) adding back Timeshare current liabilities, net of current portion of long-term debt that were included in the total current liabilities deducted for the company; 2) adding notes receivable from Marriott Vacations Worldwide (“MVW”) calculated as of the beginning of year 2011 and established subsequent to the Timeshare spin-off; 3) adding back Timeshare capitalized interest; and 4) deducting Timeshare assets as of the beginning of year 2011 included in total company assets.

MARRIOTT INTERNATIONAL, INC.
Non-GAAP Financial Measures

We report certain financial measures that are not prescribed or authorized by U.S. generally accepted accounting principles ("GAAP"). We discuss management's reasons for reporting these non-GAAP measures below, and the tables on the following pages reconcile the most directly comparable generally accepted accounting principle measures to the non-GAAP measures (each of which we identify with the symbol "†"). Although management evaluates and presents these non-GAAP measures for the reasons we describe, please be aware that these non-GAAP measures have limitations, and you should not consider these measures in isolation or as a substitute for revenue, operating income, income from continuing operations, net income, earnings per share or any other comparable operating measure prescribed by GAAP. In addition, we may calculate and/or present these non-GAAP financial measures differently than measures with the same or similar names that other companies report, and as a result, the non-GAAP measures we report may not be comparable to those reported by others.

Adjusted Measures that Reflect the Timeshare Spin-off as if it had Occurred on the First Day of 2011 ("Timeshare Spin-off Adjustments"). On November 21, 2011 we completed a spin-off of our timeshare operations and timeshare development business through a special tax-free dividend to our shareholders of all of the issued and outstanding common stock of our wholly owned subsidiary Marriott Vacations Worldwide Corporation ("MVW").

Because of our significant continuing involvement in MVW future operations (by virtue of our license and other agreements with MVW), we continue to include our former Timeshare segment's historical financial results for periods before the spin-off date in our historical financial results as a component of continuing operations. Under the license agreements we receive license fees consisting of a fixed annual fee of $50 million (subject to a periodic inflation adjustment), plus two percent of the gross sales price paid to MVW for initial developer sales of interests in vacation ownership units and residential real estate units and one percent of the gross sales price paid to MVW for resales of interests in vacation ownership units and residential real estate units, in each case that are identified with or use the Marriott or Ritz-Carlton marks.

In order to perform year-over-year comparisons on a comparable basis, management evaluates non-GAAP measures that, for certain periods prior to the spin-off date assume the spin-off had occurred on the first day of 2011. The Timeshare Spin-off Adjustments remove the results of our former Timeshare segment, assume payment by MVW of estimated license fees of $60 million for 2011 and remove the unallocated spin-off transaction costs of $34 million we incurred for 2011. We have also included certain corporate items not previously allocated to our former Timeshare segment in the Timeshare Spin-off Adjustments.

We provide adjusted measures that reflect Timeshare Spin-off Adjustments for illustrative and informational purposes only. These adjusted measures are not necessarily indicative of, and we do not purport that they represent, what our operating results would have been had the spin-off actually occurred on the first day of 2011. This information also does not reflect certain financial and operating benefits we expect to realize as a result of the spin-off.

Earnings Before Interest and Taxes ("EBIT"). EBIT reflects earnings excluding the impact of interest expense and provision for income taxes. Management uses EBIT, as do analysts, lenders, investors and others, to evaluate companies because they exclude certain items that can vary widely across different industries or among companies within the same industry. For example, interest expense can be dependent on a company's capital structure, debt levels and credit ratings. Accordingly, the impact of interest expense on earnings can vary significantly among companies. The tax positions of companies can also vary because of their differing abilities to take advantage of tax benefits and because of the tax policies of the jurisdictions in which they operate. As a result, effective tax rates and provision for income taxes can vary considerably among companies.

Adjusted EBIT. Management also evaluates Adjusted EBIT as an indicator of operating performance. Adjusted EBIT for fiscal year 2011 reflected Timeshare Spin-off Adjustments, which we describe more fully above. Management uses Adjusted EBIT to perform period-over-period comparisons on a comparable basis.

Return on Invested Capital ("ROIC"). We calculate ROIC as EBIT divided by average invested capital. We consider ROIC to be a meaningful indicator of our operating performance, and we evaluate ROIC because it measures how effectively we use the money we invest in our lodging operations. We calculated ROIC for fiscal year 2011 as adjusted EBIT divided by adjusted average invested capital, to reflect the Timeshare spin-off as if it had occurred on the first day of fiscal year 2011.

Exhibit 99.2
Marriott International, Inc.
Corporate Headquarters

NEWS

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GLOBAL EXPANSION FUELS MARRIOTT EARNINGS GROWTH
Leading Brands and New Hotels Drive Strong Free Cash Flow

- **4,000 hotels planned in 90 countries by 2014**
- **Over 100 hotels expected in China by 2014**
- **Approximately $4 Billion to $5 Billion available for return to shareholders or opportunistic investments over three years**

BEIJING, June 19, 2012 – Leading global hotel operator Marriott International, Inc. (NYSE: MAR) will say today it is on track to have 4,000 hotels in 90 countries across its 14-brand lodging portfolio by 2014. With 115,000 hotel rooms in its development pipeline, it could open between 90,000 and 105,000 new rooms around the world in 2012 through 2014, not including the planned Gaylord acquisition.

In presentations at its first meeting in China for security analysts and institutional investors, Marriott also will say it expects to have more than 100 hotels across nine brands and nearly 40 markets in China by 2014.

Assuming 6 to 8 percent compound growth in worldwide systemwide Revenue per Available Room (RevPAR) for 2012 through 2014, diluted earnings per share (EPS) could reach $2.45 to $2.85 in 2014.

Arne Sorenson, Marriott International's president and chief executive officer, will tell investors, "China is a fitting place to present our tremendous global growth story and discuss our outstanding financial prospects. Even today, China is our second most important market after North America, representing roughly 5 percent of total fees. On average we expect to open a hotel a month in this country over the next three years.

“Beyond our major expansion here, China also represents extraordinary opportunities for the travel sector globally. The country is now the third largest source market for international travel behind the U.S. and Germany, with 70 million travelers annually, fueled by a dramatically growing middle class. Chinese arrivals in the U.S. were one million in 2011 and are expected to grow to three million by 2016. We are working with our industry to smooth the visa process in the U.S. and we look forward to welcoming more visitors from around the world,” said Mr. Sorenson.

Discussing its operating model, the company will say that it could generate between $1.8 billion and $1.9 billion in worldwide fee revenue through 2014, assuming compound worldwide systemwide RevPAR growth of 6 to 8 percent.

With strong cash flow expected, Marriott will say it assumes investment spending of $2.6 billion to $2.8 billion from 2012 through 2014. The company expects to recycle $800 million to $1 billion of capital during the period. Assuming this level of net investment, a 6 to 8 percent RevPAR growth scenario and new debt issuances, the company could have $4.0 billion to $4.7 billion to return to investors or deploy in additional opportunistic investments over the next three years.

Highlighting its commitment to and focus on the China market, Marriott will say that it plans to hire 30,000 employees in the country by the end of 2015. The company now has one million Chinese members in its 38 million member guest loyalty program, Marriott Rewards, and has also established a fresh water conservation initiative, “Nobility of Nature,” in partnership with local communities in Sichuan Province.

“We are excited about our future, here in China, elsewhere in Asia and around the world. Our core values are led by putting people first. That, combined with a strong brand portfolio, hotels in outstanding locations, and operations and development closely aligned with local markets, will enable us to grow market share, enhance guest loyalty and drive long-term profitability for both our hotel owners and shareholders,” said Mr. Sorenson.

Marriott will provide a live webcast of today's investor and security analyst conference. The live webcast will be available for U.S. investors on June 18, 2012 from approximately 7:30 p.m. to midnight Eastern Daylight Time in the U.S. (EDT). The presentations will take place in Beijing, China from approximately 7:30 a.m. to noon on June 19, 2012 (China GMT+8 time zone). Slides and audio from the meeting will be provided through a live webcast via Marriott's investor relations web site. The slides contain financial models for the three-year period, including estimates of earnings before interest, taxes, depreciation and amortization (EBITDA), return on invested capital, and free cash flow, as well as non-GAAP financial measure reconciliations for those estimates as appropriate. Copies of the slides will be available for download approximately one hour before the start of the presentation. Those wishing to access the webcast should log onto http://www.marriott.com/investor, and click on the Security Analyst Meeting link under the "Recent & Upcoming Events" tab. Presentation materials from the meeting and the webcast replay will be available online after the meeting as well. Investor or analyst questions concerning the analyst conference should be addressed to Marriott Investor Relations at (301) 380-1379.

This press release contains "forward-looking statements" within the meaning of federal securities laws, including RevPAR and earnings trends; statements concerning the number of lodging properties we expect to add in future years; our expected investment spending and amounts we could return to shareholders; and similar statements concerning anticipated future events and expectations that are not historical facts. We caution you that these statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including the continuation and pace of the economic recovery; supply and demand changes for hotel rooms; competitive conditions in the lodging industry; relationships with governments and officials in countries where we do business, clients and property owners; the availability of capital to finance hotel growth and refurbishment; and other risk factors that we identify in our most recent quarterly report on Form 10-Q; any of which could cause actual results to differ materially from the expectations we express or imply here. We make those statements as of June 19, 2012 Beijing Time (June 18, 2012 in the U.S.), and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

For more information or reservations, please visit our web site at www.marriott.com, and for the latest company news, visit www.marriottnewscenter.com.

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