

**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  
incorporation or organization)  
(State or other jurisdiction of)

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. EMPLOYEES' PROFIT SHARING,  
RETIREMENT AND SAVINGS PLAN AND TRUST**  
(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 Aggregate Offering Price	Amount of registration fee (2)
Class A Common Stock, par value \$0.01 per share	\$670,000,000	\$670,000,000	\$67,469.00

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 also registers such amount of additional securities that may be offered pursuant to the terms of the Marriott International, Inc. Employees' Profit Sharing, Retirement and Savings Plan and Trust which provides for a change in the amount or type of securities being offered or issued to prevent dilution as a result of stock splits, stock dividends or similar transactions. An indeterminate amount of interests to be offered or sold pursuant to the Marriott International,

Inc. Employees' Profit Sharing, Retirement and Savings Plan and Trust were previously registered pursuant to Rule 416(c) on a registration statement on Form S-8 (File No. 333-166703) filed on May 10, 2010.

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

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## 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. Employees' Profit Sharing, Retirement and Savings Plan and Trust (the "Plan"), to register an additional \$670,000,000 worth of the Company's Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), to be offered and sold to accounts of eligible employees of the Company under the Plan. The Company previously filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-8 (File No. 333-166703) on May 10, 2010 registering \$250,000,000 worth of Class A Common Stock issuable under the Plan and an indeterminate amount of interests in and to be offered or sold pursuant to, the Plan (the "Prior Registration Statement") and an additional registration statement on Form S-8 (File No. 333-202173) on February 19, 2015 registering \$580,000,000 worth of Class A Common Stock.

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	Internal Revenue Service determination letter, dated October 30, 2012, relating to the Plan.
23.1	Consent of Ernst & Young LLP.
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> <b>Arne M. Sorenson</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	February 18, 2016
<u>/s/ Kathleen K. Oberg</u> <b>Kathleen K. Oberg</b>	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	February 18, 2016
<u>/s/ Bao Giang Val Bauduin</u> <b>Bao Giang Val Bauduin</b>	Controller and Chief Accounting Officer (Principal Accounting Officer)	February 18, 2016
<u>/s/ J.W. Marriott, Jr.</u> <b>J.W. Marriott, Jr.</b>	Chairman of the Board	February 18, 2016
<u>/s/ Mary K. Bush</u> <b>Mary K. Bush</b>	Director	February 18, 2016
<u>/s/ Deborah Marriott Harrison</u> <b>Deborah Marriott Harrison</b>	Director	February 18, 2016
<u>/s/ Frederick A. Henderson</u> <b>Frederick A. Henderson</b>	Director	February 18, 2016

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/s/ Lawrence W. Kellner

**Lawrence W. Kellner**

Director

February 18, 2016

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/s/ Debra L. Lee

**Debra L. Lee**

Director

February 18, 2016

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/s/ George Muñoz

**George Muñoz**

Director

February 18, 2016

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/s/ Susan C. Schwab

**Susan C. Schwab**

Director

February 18, 2016

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/s/ Steven S Reinemund

**Steven S Reinemund**

Director

February 18, 2016

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/s/ W. Mitt Romney

**W. Mitt Romney**

Director

February 18, 2016

## EXHIBIT INDEX

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INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: OCT 30 2012

MARRIOTT INTERNATIONAL INC  
C/O MARRIOTT INTERNATIONAL INC  
FRANCES E SNYDER  
10400 FERNWOOD RD DEPT 52 923 30  
BETHESDA, MD 20817

Employer Identification Number:

52-2055918

DLN:

17007033083009

Person to Contact:

LAURA A SCHAEFER

ID# 31304

Contact Telephone Number:

(513) 263-4615

Plan Name:

MARRIOTT INTERNATIONAL INC  
EMPLOYEES RETIREMENT SAVINGS PLAN

Plan Number: 002

Dear Applicant:

We have made a favorable determination on the plan identified above based on the information you have supplied. Please keep this letter, the application forms submitted to request this letter and all correspondence with the Internal Revenue Service regarding your application for a determination letter in your permanent records. You must retain this information to preserve your reliance on this letter.

Continued qualification of the plan under its present form will depend on its effect in operation. See section 1.401-1(b)(3) of the Income Tax Regulations. We will review the status of the plan in operation periodically.

The enclosed Publication 794 explains the significance and the scope of this favorable determination letter based on the determination requests selected on your application forms. Publication 794 describes the information that must be retained to have reliance on this favorable determination letter. The publication also provides examples of the effect of a plan's operation on its qualified status and discusses the reporting requirements for qualified plans. Please read Publication 794.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination letter gives no reliance for any qualification change that becomes effective, any guidance published, or any statutes enacted, after the issuance of the Cumulative List (unless the item has been identified in the Cumulative List) for the cycle under which this application was submitted.

This letter may not be relied on after the end of the plan's first five-year remedial amendment cycle that ends more than 12 months after the application was received. This letter expires on January 31, 2014. This letter considered the 2007 Cumulative List of Changes in Plan Qualification Requirements.

This determination letter is applicable for the amendment(s) executed on 12/19/08 & 11/10/08.

MARRIOTT INTERNATIONAL INC

This determination letter is also applicable for the amendment(s) dated on 10/09/08 & 09/22/08.

This determination letter is also applicable for the amendment(s) dated on 12/21/07.

This plan satisfies the requirements of Code section 4975(e)(7).

We have sent a copy of this letter to your representative as indicated in the Form 2848 Power of Attorney or appointee as indicated by the Form 8821 Tax Information Authorization.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely,

/s/ Andrew E. Zuckerman

Andrew E. Zuckerman

Director, EP Rulings & Agreements

Enclosures:  
Publication 794



**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 Employees' Profit Sharing, Retirement and Savings Plan and Trust 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