

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

**POST-EFFECTIVE AMENDMENT NO. 1 ON FORM S-8  
TO FORM S-4 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)

**STARWOOD HOTELS & RESORTS WORLDWIDE, INC. 2013 LONG-TERM  
INCENTIVE COMPENSATION PLAN  
STARWOOD HOTELS & RESORTS WORLDWIDE, INC. 2004 LONG-TERM  
INCENTIVE COMPENSATION PLAN  
STARWOOD HOTELS & RESORTS WORLDWIDE, INC. 2002 LONG-TERM  
INCENTIVE COMPENSATION PLAN  
STARWOOD HOTELS & RESORTS WORLDWIDE, INC. 1999 LONG-TERM  
INCENTIVE COMPENSATION PLAN  
STARWOOD HOTELS & RESORTS WORLDWIDE, INC. 1995 LONG-TERM  
INCENTIVE PLAN  
STARWOOD HOTELS & RESORTS WORLDWIDE, INC. SAVINGS AND  
RETIREMENT 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 | Amount | Proposed maximum | Proposed | Amount of |
|---------------------|--------|------------------|----------|-----------|
|---------------------|--------|------------------|----------|-----------|

| to be registered   | to be registered(1) | offering price per share(2) | maximum aggregate offering price(2) | registration fee(2) |
|--|---------------------|-----------------------------|-------------------------------------|---------------------|
| Class A Common Stock (par value \$0.01 per share)                                    |                     |                             |                                     |                     |
| Starwood Hotels & Resorts Worldwide, Inc. 2013 Long-Term Incentive Compensation Plan | 13,109,608 shares   | N/A                         | N/A                                 | N/A                 |
| Starwood Hotels & Resorts Worldwide, Inc. 2004 Long-Term Incentive Compensation Plan | 164,092 shares      | N/A                         | N/A                                 | N/A                 |
| Starwood Hotels & Resorts Worldwide, Inc. 2002 Long-Term Incentive Compensation Plan | 10,733 shares       | N/A                         | N/A                                 | N/A                 |
| Starwood Hotels & Resorts Worldwide, Inc. 1999 Long-Term Incentive Compensation Plan | 15,906 shares       | N/A                         | N/A                                 | N/A                 |
| Starwood Hotels & Resorts Worldwide, Inc. 1995 Long-Term Incentive Plan              | 3,075 shares        | N/A                         | N/A                                 | N/A                 |
| Starwood Hotels & Resorts Worldwide, Inc. Savings and Retirement Plan                | \$550,000,000(3)    | N/A                         | \$550,000,000(3)                    | N/A                 |

- (1) This Post-Effective Amendment No. 1 on Form S-8 covers shares of the Class A Common Stock of Marriott International, Inc. (“Marriott” or the “Company”) originally registered on the Registration Statement on Form S-4 to which this filing is an amendment and issuable under equity awards that have or may be granted under the Starwood Hotels & Resorts Worldwide, Inc. 2013 Long-Term Incentive Compensation Plan, the Starwood Hotels & Resorts Worldwide, Inc. 2004 Long-Term Incentive Compensation Plan, the Starwood Hotels & Resorts Worldwide, Inc. 2002 Long-Term Incentive Compensation Plan, the Starwood Hotels & Resorts Worldwide, Inc. 1999 Long-Term Incentive Compensation Plan and the Starwood Hotels & Resorts Worldwide, Inc. 1995 Long-Term Incentive Plan (collectively, the “Equity Plans”), each of which was assumed by the Company pursuant to the Agreement and Plan of Merger, dated as of November 15, 2015, by and among Starwood Hotels & Resorts Worldwide, Inc. (“Starwood”), Marriott, Solar Merger Sub 1, Inc., a wholly owned direct subsidiary of Starwood, Solar Merger Sub 2, Inc., a wholly owned direct subsidiary of Holdco, Mars Merger Sub, Inc., a wholly owned direct subsidiary of Marriott, and Mars Merger Sub, LLC, a wholly owned direct subsidiary of Marriott, as amended by Amendment Number 1, dated as of March 20, 2016 (the “merger agreement”). The number of shares registered hereunder represents the maximum number of shares of the Company’s Common Stock issuable under such Equity Plans immediately following consummation of the merger pursuant to the merger agreement, subject to appropriate adjustments thereto, and the amount of the Company’s Common Stock that may be offered and sold to participants in the Starwood Hotels & Resorts Worldwide, Inc. Savings and Retirement Plan (the “401(k) plan”). Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), there also are being registered such additional shares of Common Stock that become available under the foregoing plan in connection with changes in the number of shares of outstanding Common Stock because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits.
- (2) The registration fee in respect of such shares of Common Stock was previously paid at the time of the original filing of the Registration Statement on Form S-4 relating to such Common Stock.
- (3) Calculated in accordance with Rule 457(o) of the Securities Act.

## INTRODUCTION

Marriott International, Inc., a Delaware corporation (“Marriott” or the “Company”), hereby amends its Registration Statement on Form S-4, Registration No. 333-208684, as previously amended (the “Form S-4”), by filing this Post-Effective Amendment No. 1 on Form S-8 (the “Post-Effective Amendment No. 1”). The Form S-4, as amended by this Post-Effective Amendment No. 1, is referred to as the “Registration Statement.” Marriott filed the Form S-4 on December 22, 2015, in connection with Agreement and Plan of Merger, dated as of November 15, 2015, by and among Starwood Hotels & Resorts Worldwide, Inc. (collectively with Starwood Hotels & Resorts Worldwide, LLC, the successor-in-interest to Starwood Hotels & Resorts Worldwide, Inc., “Starwood”), Marriott, Solar Merger Sub 1, Inc., a wholly owned direct subsidiary of Starwood, Solar Merger Sub 2, Inc., a wholly owned direct subsidiary of Holdco, Mars Merger Sub, Inc., a wholly owned direct subsidiary of Marriott, and Mars Merger Sub, LLC, a wholly owned direct subsidiary of Marriott, as amended by Amendment Number 1, dated as of March 20, 2016 (the “merger agreement”).

This Post-Effective Amendment No. 1 relates to shares of the Company’s Class A Common Stock, par value \$0.01 per share (the “Common Stock”), originally registered on the Form S-4 that may be issued pursuant to the Starwood Hotels & Resorts Worldwide, Inc. 2013 Long-Term Incentive Compensation Plan, the Starwood Hotels & Resorts Worldwide, Inc. 2004 Long-Term Incentive Compensation Plan, the Starwood Hotels & Resorts Worldwide, Inc. 2002 Long-Term Incentive Compensation Plan, the Starwood Hotels & Resorts Worldwide, Inc. 1999 Long-Term Incentive Compensation Plan, the Starwood Hotels & Resorts Worldwide, Inc. 1995 Long-Term Incentive Plan and shares of common stock of the Company’s Common Stock that may be offered and sold to participants in the Starwood Hotels & Resorts Worldwide, Inc. Savings and Retirement Plan (the “401(k) plan”), in each case following consummation of the merger pursuant to the merger agreement. In addition, pursuant to Securities Act Rule 416(c), an indeterminate amount of plan interests in the 401(k) Plan have been and remain registered pursuant to a Form S-8 filed on filed on March 5, 1999, as amended (Registration No. 333-73461).

### 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.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Certain Documents by Reference.**

The SEC allows us to “incorporate by reference” information into this Registration Statement, which means that we can disclose important information to you by referring to those documents. We hereby “incorporate by reference” the documents listed below, which means that we are disclosing important information to you by referring you to those documents. The information that the Company and the 401(k) plan file later with the SEC will automatically update and in some cases supersede this information. Specifically, the Company and the 401(k) plan incorporate by reference the following documents or information filed with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- (a) The Company’s latest Annual Report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the latest fiscal year for which such statements have been filed;

- (b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Company's latest annual report or prospectus referred to in (a) above;
- (c) The description of Marriott's Class A Common Stock set forth under the caption "Description of the New Marriott Capital Stock" in the Company's Registration Statement on Form 10, filed on February 13, 1998, including any amendment or report filed with the SEC for the purpose of updating such description;
- (d) The 401(k) plan's latest annual report filed pursuant to Section 15(d) of the Exchange Act; and
- (e) Future filings the Company or the 401(k) plan make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and before the filing of any post-effective amendment to this Registration Statement which indicates that all securities offered under this Registration Statement have been sold or which deregisters all such securities then remaining unsold.

Any statement, including financial statements, contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or therein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Company's Exchange Act file number with the SEC is 001-13881.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Articles Eleventh and Sixteenth of the Company's Restated Certificate of Incorporation (the "Certificate") and Section 7.7 of the Company Amended and Restated Bylaws limit the personal liability of directors to the Company or its shareholders for monetary damages for breach of fiduciary duty. These provisions of the Company Certificate and Bylaws are collectively referred to herein as the "Director Liability and Indemnification Provisions."

The Director Liability and Indemnification Provisions define and clarify the rights of individuals, including Company directors and officers, to indemnification by the Company in the event of personal liability or expenses incurred by them as a result of litigation against them. These provisions are consistent with Section 102(b)(7) of the Delaware General Corporation Law (the "DGCL"), which is designed, among other things, to encourage qualified individuals to serve as directors of Delaware corporations by permitting Delaware corporations to include in their certificates of incorporation a provision limiting or eliminating directors' liability for monetary damages and with other existing DGCL provisions permitting indemnification of certain individuals, including directors and officers. The limitations of liability in the Director Liability and Indemnification Provisions may not affect claims arising under the federal securities laws.

In performing their duties, directors of a Delaware corporation are obligated as fiduciaries to exercise their business judgment and act in what they reasonably determine in good faith, after appropriate consideration, to be the best interests of the corporation and its shareholders. Decisions made on that basis are protected by the so-called "business judgment rule." The business judgment rule is designed to protect directors from personal liability to the

corporation or its shareholders when business decisions are subsequently challenged. However, the expense of defending lawsuits, the frequency with which unwarranted litigation is brought against directors and the inevitable uncertainties with respect to the outcome of applying the business judgment rule to particular facts and circumstances mean that, as a practical matter, directors and officers of a corporation rely on indemnity from, and insurance procured by, the corporation they serve, as a financial backstop in the event of such expenses or unforeseen liability. The Delaware legislature has recognized that adequate insurance and indemnity provisions are often a condition of an individual's willingness to serve as director of a Delaware corporation. The DGCL has for some time specifically permitted corporations to provide indemnity and procure insurance for its directors and officers.

This description of the Director Liability and Indemnification Provisions is intended as a summary only and is qualified in its entirety by reference to the Company Certificate and the Company Bylaws, each of which has been filed with the SEC and is included as an exhibit to this Registration Statement.

**Item 7. Description of Securities.**

Not applicable.

**Item 8. Exhibits.**

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | Restated Certificate of Incorporation of the Company, incorporated by reference to Exhibit No. 3(i) to the Company's Current Report on Form 8-K filed with the SEC on August 22, 2006 (File No. 001-13881).   |
| 4.2         | Amended and Restated Bylaws of the Company, incorporated by reference to Exhibit No. 3(ii) to the Company's Current Report on Form 8-K filed with the SEC on June 18, 2014 (File No. 001-13881).  |
| 5.1         | Opinion of Gibson, Dunn & Crutcher LLP.   |
| 5.2         | Internal Revenue Service determination letter, dated August 13, 2015, relating to the 401(k) Plan.  |
| 23.1        | Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).  |
| 23.2        | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm for Marriott International, Inc.  |
| 24.1        | Power of Attorney, incorporated by reference to Exhibit No. 24.1 to the Company's Registration Statement on Form S-4 filed with the SEC on December 22, 2015 (File No. 333-208684).   |
| 99.1        | Starwood Hotels & Resorts Worldwide, Inc. 2013 Long-Term Incentive Compensation Plan, incorporated by reference to Exhibit No. 4.4 to Starwood's Registration Statement on Form S-8 filed with the SEC on June 28, 2013 (File No. 333-189674).                            |
| 99.2        | Starwood Hotels & Resorts Worldwide, Inc. 2004 Long-Term Incentive Compensation Plan, incorporated by reference to Exhibit No. 10.3 to Starwood's Current Report on Form 8-K filed with the SEC on January 6, 2009 (File No. 001-07959).                                  |
| 99.3        | First Amendment to the Starwood Hotels & Resorts Worldwide, Inc. 2004 Long-Term Incentive Compensation Plan, incorporated by reference to Exhibit No. 10.1 to Starwood's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013 (File No. 001-07959). |
| 99.4        | Starwood Hotels & Resorts Worldwide, Inc. 2002 Long-Term Incentive Compensation Plan, incorporated by reference to Annex B of Starwood's 2002 Notice of Annual Meeting and Proxy Statement filed with the SEC on April 12, 2002 (File No. 001-07959).                     |

- 99.5 First Amendment to the Starwood Hotels & Resorts Worldwide, Inc. 2002 Long-Term Incentive Compensation Plan, incorporated by reference to Exhibit No. 10.1 to Starwood's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2003 (File No. 001-07959).
- 99.6 Starwood Hotels & Resorts Worldwide, Inc. 1999 Long-Term Incentive Compensation Plan, incorporated by reference to Exhibit No. 10.4 to Starwood's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1999 (File No. 001-07959).
- 99.7 First Amendment to the Starwood Hotels & Resorts Worldwide, Inc. 1999 Long-Term Incentive Compensation Plan, incorporated by reference to Exhibit No. 10.1 to Starwood's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2001 (File No. 001-07959).
- 99.8 Second Amendment to the Starwood Hotels & Resorts Worldwide, Inc. 1999 Long-Term Incentive Compensation Plan, incorporated by reference to Exhibit No. 10.2 to Starwood's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2003 (File No. 001-07959).
- 99.9 Starwood Hotels & Resorts Worldwide, Inc. 1995 Long-Term Incentive Plan, as amended, incorporated by reference to Exhibit D to Starwood's Definitive Joint Proxy Statement on Form 14A filed with the SEC on November 12, 1997 (File No. 001-07959).

**Item 9. Undertakings.**

1. The undersigned registrants hereby undertake:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(a)(i) and (1)(a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed or furnished to the SEC by the registrants pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned registrants hereby undertake that, for purposes of determining any liability under the Securities Act, each filing of such registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrants pursuant to the foregoing provisions, or otherwise, the registrants have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrants of expenses incurred or paid by a director, officer or controlling person of such registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**[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 Post-Effective Amendment No. 1 on Form S-8 to the Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Montgomery, State of Maryland, on September 22, 2016.

### MARRIOTT INTERNATIONAL, INC.

By: /s/ Edward A. Ryan

Edward A. Ryan

**Executive Vice President and General Counsel**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 on Form S-8 to the Registration Statement on Form S-4 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>*</u><br><b>Arne M. Sorenson</b>          | President, Chief Executive Officer and Director<br>(Principal Executive Officer)   | September 22, 2016 |
| <u>*</u><br><b>Leeny K. Oberg</b>            | Executive Vice President, Chief Financial Officer<br>(Principal Financial Officer) | September 22, 2016 |
| <u>*</u><br><b>Bao Giang Val Bauduin</b>     | Controller and Chief Accounting Officer<br>(Principal Accounting Officer)          | September 22, 2016 |
| <u>*</u><br><b>J.W. Marriott, Jr.</b>        | Chairman of the Board  | September 22, 2016 |
| <u>*</u><br><b>Mary K. Bush</b>              | Director   | September 22, 2016 |
| <u>*</u><br><b>Deborah Marriott Harrison</b> | Director   | September 22, 2016 |
| <u>*</u><br><b>Frederick A. Henderson</b>    | Director   | September 22, 2016 |
| <u>*</u><br><b>Lawrence W. Kellner</b>       | Director   | September 22, 2016 |
| <u>*</u><br><b>Debra L. Lee</b>              | Director   | September 22, 2016 |



| Signature   | Title            | Date               |
|---|------------------|--------------------|
| *<br>_____<br><b>George Muñoz</b>                       | Director         | September 22, 2016 |
| *<br>_____<br><b>W. Mitt Romney</b>                     | Director         | September 22, 2016 |
| *<br>_____<br><b>Steven S Reinemund</b>                 | Director         | September 22, 2016 |
| *<br>_____<br><b>Susan C. Schwab</b>                    | Director         | September 22, 2016 |
| *By: <u>/s/ Edward A. Ryan</u><br><b>Edward A. Ryan</b> | Attorney-in-fact | September 22, 2016 |

## EXHIBIT INDEX

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99.9 Starwood Hotels & Resorts Worldwide, Inc. 1995 Long-Term Incentive Plan, as amended, incorporated by reference to Exhibit D to Starwood's Definitive Joint Proxy Statement on Form 14A filed with the SEC on November 12, 1997 (File No. 001-07959).

September 22, 2016

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

Re: *Marriott International, Inc.*  
*Post-Effective Amendment No. 1 on Form S-8 to the Registration Statement on*  
*Form S-4 (File No. 333-208684)*

Ladies and Gentlemen:

We have examined the Post-Effective Amendment No.1 on Form S-8 to the Registration Statement on Form S-4, File No. 333-208684, as amended (the "Amendment"), of Marriott International, Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to [•] shares of the Company's Class A common stock, par value \$0.01 per share, (the "Shares") pursuant to the Starwood Hotels & Resorts Worldwide, Inc. 1995 Long-Term Incentive Plan, as amended and restated, as amended (the "1995 LTIP"), the Starwood Hotels & Resorts Worldwide, Inc. 1999 Long-Term Incentive Compensation Plan, as amended (the "1999 LTIP"), the Starwood Hotels & Resorts Worldwide, Inc. 2002 Long-Term Incentive Compensation Plan, as amended (the "2002 LTIP"), the Starwood Hotels & Resorts Worldwide, Inc. 2004 Long-Term Incentive Compensation Plan, as amended and amended and restated from time to time (the "2004 LTIP"), and the Starwood Hotels & Resorts Worldwide, Inc. 2013 Long-Term Incentive Compensation Plan (the "2013 LTIP" and, collectively with the 1995 LTIP, the 1999 LTIP, the 2002 LTIP and the 2004 LTIP, the "Starwood LTIP"). Pursuant to Item 8(a) of Part II of Form S-8, we do not address Shares offered pursuant to the Starwood Hotels & Resorts Worldwide, Inc. ("Starwood") Savings and Retirement Plan.

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the LTIP and against payment therefor, and when the Registration Statement has become effective under the Securities Act,, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving any laws other than the Delaware General Corporation Law. This opinion is limited to the effect of the current state of the Delaware General Corporation Law and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Amendment, and we further consent to the use of our name under the caption "Legal Matters" in the Amendment and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

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

DEPARTMENT OF THE TREASURY

Date: AUG 13 2015

STARWOOD HOTELS & RESORTS WORLDWIDE  
INC  
C/O KILPATRICK TOWNSEND & STOCKTON LLP  
BRIAN J KEARNEY  
607 14TH ST NW STE 900  
WASHINGTON, DC 20005-2018

Employer Identification Number:

52-1193298

DLN:

17007042060004

Person to Contact:

JOEL HOBBS

ID# 52002

Contact Telephone Number:

(404) 338-8186

Plan Name:

STARWOOD HOTELS & RESORTS WORLDWIDE  
INC SAVINGS AND RETIREMENT

Plan Number: 001

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 determination letter is applicable for the amendment(s) executed on 01/28/14 & 12/16/14.

This determination letter is also applicable for the amendment(s) dated on 12/16/11.

Letter 2002

STARWOOD HOTELS & RESORTS WORLDWIDE

This determination is subject to your adoption of the proposed amendments submitted in your letter dated 07/09/15. The proposed amendments should be adopted on or before the date prescribed by the regulations under Code section 401(b).

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, 2019. This letter considered the 2012 Cumulative List of Changes in Plan Qualification Requirements.

This is not a determination with respect to any language in the plan or any amendment to the plan that reflects Section 3 of the Defense of Marriage Act, Pub. L. 104, 110 stat. 2419 (DOMA) or U.S. v. Windsor, 570 U.S. 12 (2013), which invalidated that section.

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,

A handwritten signature in cursive script that reads "Karen D. Truss".

Karen D. Truss  
Director, EP Rulings & Agreements

Enclosures:  
Publication 794

Letter 2002

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Post-Effective Amendment No. 1 on Form S-8, dated September 22, 2016, to the Registration Statement (Form S-4 No. 333-208684), pertaining to the 2013 Long-Term Incentive Compensation Plan, 2004 Long-Term Incentive Compensation Plan, 2002 Long-Term Incentive Compensation Plan, 1999 Long-Term Incentive Compensation Plan, 1995 Long-Term Incentive Plan, and Savings and Retirement Plan of Starwood Hotels and Resorts Worldwide, 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  
September 22, 2016