
**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): April 8, 2016

MARRIOTT INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13881
(Commission
File Number)

52-2055918
(IRS Employer
Identification No.)

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

20817
(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))
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Item 5.07. Submission of Matters to a Vote of Security Holders

Marriott International, Inc. (“Marriott”) held a special meeting of stockholders on April 8, 2016 to consider certain matters relating 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 (“Holdco”), 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”).

Of the 254,579,935 shares of Class A common stock outstanding and entitled to vote as of the close of business on February 2, 2016, the record date for the special meeting (representing total voting power of 2,545,799,350 votes), 207,447,975 shares were present in person or represented by proxy at the meeting, or approximately 81.5% of the total outstanding shares of Marriott common stock, which was sufficient to constitute a quorum. The final results of voting for the only matter submitted to a vote of stockholders at the meeting are as follows:

Proposal 1 – Approval of Issuance of Marriott Common Stock

Marriott’s stockholders approved a proposal, in accordance with the NASDAQ Marketplace Rules, to issue shares of Marriott common stock to Starwood stockholders in the Combination Transactions (as such term is defined in the merger agreement). There were 2,026,677,030 votes FOR the Marriott stock issuance proposal, 11,780,700 votes AGAINST the Marriott stock issuance proposal, 36,022,020 abstentions and 0 broker non-votes.

Item 7.01. Regulation FD Disclosure

On April 8, 2016 and in connection with the special meeting described above, Marriott and Starwood issued a joint press release announcing the results of Marriott’s special meeting of stockholders and Starwood’s special meeting of stockholders. A copy of the press release is furnished as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits

d) Exhibits. The following exhibit is furnished with this report.

99.1 Press Release, dated April 8, 2016.

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: April 8, 2016

By: /s/ Bancroft S. Gordon
Bancroft S. Gordon
Vice President, Assistant General Counsel and
Corporate Secretary

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press Release, dated April 8, 2016.



MARRIOTT AND STARWOOD STOCKHOLDERS VOTE TO APPROVE MERGER

Bethesda, MD and Stamford, CT, April 8, 2016 – Marriott International, Inc. (NASDAQ: MAR) and Starwood Hotels & Resorts Worldwide, Inc. (NYSE: HOT) announced that at separate special stockholder meetings today the stockholders of both companies approved proposals relating to Marriott's acquisition of Starwood, which will create the world's largest hotel company. Holders of over 97 percent of Marriott shares present and voting at the meeting, representing over 79 percent of outstanding shares, voted in favor of a proposal to issue shares of Marriott common stock in connection with the transaction, and holders of over 95 percent of Starwood shares present and voting at the meeting, representing over 63 percent of outstanding shares, voted in favor of a proposal to approve the transaction.

Arne Sorenson, Marriott's president and chief executive officer, said, "With today's successful stockholder approval milestone, we are that much closer to completing our transaction. Our teams continue to plan the integration of our two companies, and we are committed to a timely and smooth transition. We appreciate the stockholders' vote of confidence in our ability to drive long-term value and opportunity as a combined company."

Thomas B. Mangas, Starwood's chief executive officer, stated, "Today's vote is a significant step toward closing, and we are grateful for the continued enthusiasm and support for this merger. There is no doubt that this transaction puts our company on the best path forward and we remain excited about the opportunity this combination will create for our stockholders, associates, owners and guests."

At closing Starwood stockholders will receive 0.8 shares of Marriott common stock plus \$21.00 in cash for each share of Starwood common stock.

As previously announced, the parties have cleared the pre-merger antitrust review in the United States and Canada and multiple other jurisdictions. The transaction remains on track to close mid-2016 pending completion of Starwood's planned divestiture of its timeshare business expected on or around April 30, 2016, obtaining remaining regulatory approvals, including in the European Union and China, and the satisfaction of other customary closing conditions.

Advisors

Lazard and Citigroup are serving as financial advisors to Starwood Hotels & Resorts Worldwide and Deutsche Bank Securities is the financial advisor to Marriott International. Cravath, Swaine & Moore is serving as legal counsel to Starwood Hotels & Resorts Worldwide and Gibson, Dunn & Crutcher is serving as legal counsel to Marriott International on the transaction.

About Marriott International, Inc.

Marriott International, Inc. (NASDAQ: MAR) is a global leading lodging company based in Bethesda, Maryland, USA, with more than 4,400 properties in 87 countries and territories. Marriott International reported revenues of more than \$14 billion in fiscal year 2015. The company operates and franchises hotels and licenses vacation ownership resorts under 19 brands, including: The Ritz-Carlton®, Bulgari®, EDITION®, JW Marriott®, Autograph Collection® Hotels, Renaissance® Hotels, Marriott Hotels®, Delta Hotels and Resorts®, Marriott Executive Apartments®, Marriott Vacation Club®, Gaylord Hotels®, AC Hotels by Marriott®, Courtyard®, Residence Inn®, SpringHill Suites®, Fairfield Inn & Suites®, TownePlace Suites®, Protea Hotels® and MoxyHotels®. Marriott has been consistently recognized as a top employer and for its superior business ethics. The company also manages the award-winning guest loyalty program, Marriott Rewards® and The Ritz-Carlton Rewards® program, which together comprise nearly 55 million members. For more information or reservations, please visit our website at www.marriott.com, and for the latest company news, visit www.marriottnewscenter.com.

About Starwood Hotels & Resorts Worldwide, Inc.

Starwood Hotels & Resorts Worldwide, Inc. is one of the leading hotel and leisure companies in the world with nearly 1,300 properties in approximately 100 countries and approximately 188,000 employees at its owned and managed properties. Starwood is a fully integrated owner, operator and franchisor of hotels, resorts and residences under the renowned brands: St. Regis®, The Luxury Collection®, W®, Westin®, Le Méridien®, Sheraton®, Tribute Portfolio™, Four Points® by Sheraton, Aloft®, Element®, along with an expanded partnership with Design Hotels™. The company also boasts one of the industry's leading loyalty programs, Starwood Preferred Guest (SPG®). Visit www.starwoodhotels.com for more information and stay connected @starwoodbuzz on [Twitter](https://twitter.com/starwoodbuzz) and [Instagram](https://www.instagram.com/starwood) and [facebook.com/Starwood](https://www.facebook.com/Starwood).

Note on forward-looking statements

This press release contains “forward-looking statements” within the meaning of U.S. federal securities laws, including the parties’ plans for closing the transaction; the resulting impact on the size of Marriott’s operations; statements concerning the benefits of the transaction, including the combined company’s future financial and operating results, plans and expectations; and 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 receipt of necessary consents, and other risk factors that we identify in Marriott’s and Starwood’s most recent annual report on Form 10-K and in the joint proxy statement / prospectus on Form S-4 that Marriott filed with the U.S. Securities and Exchange Commission on February 16, 2016. Any of these factors could cause actual results to differ materially from the expectations we express or imply in this press release. We make these forward-looking statements as of the date of this press release. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Contacts:

For Media:

Marriott International, Inc.

Tricia Primrose, 301-380-7770, tricia.primrose@marriott.com

Tom Marder, 301-380-7770, thomas.marder@marriott.com

Brunswick Group

Steve Lipin, 212-333-3810, slipin@brunswickgroup.com

Rebecca Kral, 212-333-3810, rkral@brunswickgroup.com

Starwood Hotels and Resorts Worldwide

K.C. Kavanagh, 866-478-2777, kc.kavanagh@starwoodhotels.com

Carrie Bloom, 203-964-5755 carrie.bloom@starwoodhotels.com

Sard Verbinnen & Co

George Sard, 212-687-8080, gsard@sardverb.com

Stephanie Pillersdorf, 212-687-8080, sp@sardverb.com

For Investors:

Marriott International, Inc.

Laura Paugh, 301-380-7418, laura.paugh@marriott.com

Betsy Dahm, 301-380-3372, betsy.dahm@marriott.com

Starwood Hotels & Resorts Worldwide

Stephen Pettibone, 203-351-3500, Stephen.pettibone@starwoodhotels.com

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