

**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): August 19, 2024



MARRIOTT INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

7750 Wisconsin Avenue Bethesda Maryland
(Address of principal executive offices)

1-13881
(Commission
File Number)

52-2055918
(IRS Employer
Identification No.)

20814
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A Common Stock, \$0.01 par value	MAR	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

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 13(a) of the Exchange Act.

Item 5.04. Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

The Marriott Retirement Savings Plan (“RSP”) is transitioning to a new plan recordkeeper. To facilitate the transition, all transactions in the RSP will be suspended during a blackout period, which is expected to begin at 4 p.m. Eastern time on September 25, 2024, and is expected to end by October 18, 2024. Participants in the RSP were notified of the blackout period on August 19, 2024. During the blackout period, participants in the RSP will be unable to make changes to their investments or contribution rates or take a loan or distribution from their RSP accounts until the transition is complete, including with respect to shares of common stock, \$0.01 par value per share (the “Common Stock”) of Marriott International, Inc. (the “Company”) held by a participant in the Marriott International, Inc. Company Stock Fund, which is an investment option in the RSP. The notification described under Section 101(i)(2)(E) of the Employee Retirement Income Security Act of 1974 relating to the blackout period was provided to the Company on August 19, 2024.

On August 19, 2024, the Company sent a notice to its directors and executive officers informing them of the RSP blackout period and the restrictions that will apply to them during the blackout period. During the blackout period, subject to certain limited exemptions, the Company’s directors and executive officers will be prohibited from directly or indirectly purchasing, selling, acquiring or transferring any Common Stock (including derivatives thereof) acquired in connection with their service or employment as a director or executive officer of the Company. This notice was required pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR under the Securities Exchange Act of 1934.

A copy of the notice to directors and executive officers is attached as Exhibit 99.1 and incorporated by reference. During the blackout period and for a period of two years after the ending date of the blackout period, stockholders and other interested parties may obtain, without charge, information about the actual beginning and ending dates of the blackout period by contacting the Company’s Corporate Secretary by telephone at (301) 380-6500 or by mail at Marriott International, Inc., Attn: Corporate Secretary, 7750 Wisconsin Ave., Bethesda, MD 20814.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Blackout Period Notice to Directors and Executive Officers, dated August 19, 2024.
104	The cover page to this Current Report on Form 8-K, formatted in inline XBRL.

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: August 20, 2024

By: /s/ Andrew P.C. Wright
Andrew P.C. Wright
Vice President, Assistant General Counsel and Secretary

Important Notice of Blackout Period to Directors and Executive Officers of Marriott International, Inc.**August 19, 2024**

Federal securities laws require us to send you a notice whenever restrictions are imposed on your trading in shares of common stock (including derivatives) of Marriott International, Inc. (the “Company”) due to a suspension of transactions in the Marriott Retirement Savings Plan (the “RSP”) that lasts for a period of more than three consecutive business days. **This restriction is separate and distinct from the quarterly closure of the securities trading window under the Company’s securities trading policy, as to which you will receive separate communications.**

Reason for Blackout Period. A temporary suspension of transactions in the RSP is necessary in connection with a planned transition of the current RSP recordkeeper to a new recordkeeper. During the Blackout Period (as defined below), RSP plan participants will be unable to make changes to their investments or contribution rates or take a loan or distribution from their RSP account until the transition is complete, including with respect to the Marriott International, Inc. Company Stock Fund, which is an investment option in the RSP.

Length of Blackout Period. The transition to a new plan recordkeeper is expected to begin at 4 p.m. Eastern time on September 25, 2024 and is expected to end by October 18, 2024 (the “Blackout Period”). If the date of the transition changes or we are required to adjust the beginning date or the duration of the Blackout Period, we will provide you with notice of such adjustment as soon as reasonably practicable.

Restrictions on Directors and Executive Officers During the Blackout Period. Federal securities laws provide that, during the Blackout Period, all directors and executive officers of the Company are prohibited from directly or indirectly purchasing, selling, acquiring or transferring any shares of the Company’s common stock, including by exercising stock options, or any derivatives of the Company’s common stock, regardless of whether the director or executive officer participates in the RSP. Such prohibition on transactions applies only to the Company’s securities (and derivatives of such securities) that you have acquired in connection with your service or employment as a director or executive officer of the Company, and includes any such securities that you have transferred to others, including, but not limited to, a trust or family members, assuming you continue to have a pecuniary interest in such securities. Any such securities you sell or otherwise transfer will be automatically treated as acquired in connection with your service or employment unless you establish that the securities were acquired from another source and this identification is consistent with your treatment of the securities for tax purposes and all other disclosure and reporting requirements. **While several narrow exceptions to this prohibition exist, you should not engage in any transaction in Company securities without following the pre-clearance procedures in the Company’s securities trading policy.**

As noted above, the period during which you are prohibited from transacting in the Company’s securities as a result of the RSP recordkeeper transition is separate and distinct from the quarterly closure of the securities trading window under the Company’s securities trading policy, as to which you will receive separate communications.

If you have questions regarding the Blackout Period, including when it has started or ended, you may contact the Company’s Corporate Secretary by telephone at (301) 380-6500 or by mail at Marriott International, Inc., Attn: Corporate Secretary, 7750 Wisconsin Ave., Bethesda, MD 20814.