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**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)

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

**52-2055918**  
(IRS. Employer  
Identification No.)

**7750 Wisconsin Avenue  
Bethesda, Maryland 20814  
(301) 380-3000**  
(Address of Principal Executive Offices, Zip Code)

**MARRIOTT RETIREMENT SAVINGS PLAN**  
(Full title of the plan)

**Rena Hozore Reiss, Esq.  
Executive Vice President and General Counsel  
Marriott International, Inc.  
Dept. 52/923  
7750 Wisconsin Avenue  
Bethesda, Maryland 20814  
(301) 380-3000**

(Name, Address, including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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**Copy to:  
Krista P. Hanvey, Esq.  
Gibson, Dunn & Crutcher LLP  
2001 Ross Avenue  
Dallas, TX 75201  
(214) 698-3100**

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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

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 7(a)(2)(B) of the Securities Act.

## 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 Retirement Savings Plan (the “Plan”), to register an additional \$800,000,000 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.

### 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 of 1933, as amended (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 files later with the SEC will automatically update and in some cases supersede this information. Specifically, the Company incorporates 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 Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022 filed with the SEC on February 14, 2023 pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) The Company’s Current Reports on Form 8-K filed with the SEC on [February 10, 2023](#) and [February 14, 2023](#);
- (c) The Plan’s annual Report on [Form 11-K](#) for the fiscal year ended December 31, 2021 filed with the SEC on June 21, 2022 pursuant to Section 13(a) or 15(d) of the Exchange Act;

(d) The description of the Company's Class A Common Stock filed as [Exhibit 4.3](#) to the Company's Annual Report on Form 10-K for the year ended December 31, 2019, including any amendment or report filed with the SEC for the purpose of updating such description and;

(e) Future filings the Company and the 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, including in any exhibit, 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's 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	Incorporation by Reference (where a report is indicated below, that document previously has been filed with the SEC and the applicable exhibit is incorporated by reference thereto)
4.1	Restated Certificate of Incorporation of the Company.	<a href="#">Exhibit No. 3.(i) to our Form 8-K filed on August 22, 2006 (File No. 001-13881).</a>
4.2	Amended and Restated Bylaws of the Company.	<a href="#">Exhibit No. 3.(ii) to our Form 8-K filed on February 14, 2022 (File No. 001-13881).</a>
5.1	Internal Revenue Service determination letter, dated December 16, 2019, relating to the Plan.	<a href="#">Exhibit No. 5.1 to our Form S-8 filed on February 27, 2020 (File No. 001-13881).</a>
23.1	Consent of Ernst & Young LLP.	<a href="#">Filed with this report.</a>
23.3	Consent of Mayer Hoffman McCann P.C.	<a href="#">Filed with this report.</a>
24	Powers of Attorney (included on signature page).	Filed with this report.
107.1	Filing Fees	<a href="#">Filed with this report.</a>

**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 the 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 the registrants 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Montgomery, State of Maryland, on February 14, 2023.

### MARRIOTT INTERNATIONAL, INC.

By: /s/ Andrew P.C. Wright  
Andrew P.C. Wright  
**Vice President, Senior Counsel and Secretary**

**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the Plan 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 14, 2023.

### MARRIOTT RETIREMENT SAVINGS PLAN

By: /s/ Thaddeus J. Shepherd  
Thaddeus J. Shepherd  
**Marriott Retirement Savings Plan  
Member, Retirement Plan Committee**

**Power of Attorney.** Each person whose signature appears below constitutes and appoints Rena Hozore Reiss and Andrew P.C. Wright 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.

Signature	Title	Date
<u>/s/ David S. Marriott</u> David S. Marriott	Chairman of the Board	February 14, 2023
<u>/s/ Anthony G. Capuano</u> Anthony G. Capuano	Chief Executive Officer and Director (Principal Executive Officer)	February 14, 2023
<u>/s/ Kathleen K. Oberg</u> Kathleen K. Oberg	Chief Financial Officer and Executive Vice President, Business Operations (Principal Financial Officer)	February 14, 2023
<u>/s/ Felitia Lee</u> Felitia Lee	Controller and Chief Accounting Officer (Principal Accounting Officer)	February 14, 2023
<u>/s/ Isabella D. Goren</u> Isabella D. Goren	Director	February 14, 2023
<u>/s/ Deborah Marriott Harrison</u> Deborah Marriott Harrison	Director	February 14, 2023
<u>/s/ Frederick A. Henderson</u> Frederick A. Henderson	Director	February 14, 2023
<u>/s/ Eric Hippeau</u> Eric Hippeau	Director	February 14, 2023
<u>/s/ Debra L. Lee</u> Debra L. Lee	Director	February 14, 2023
<u>/s/ Aylwin B. Lewis</u> Aylwin B. Lewis	Director	February 14, 2023
<u>/s/ Margaret M. McCarthy</u> Margaret M. McCarthy	Director	February 14, 2023

*/s/ George Muñoz*

Director

February 14, 2023

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**George Muñoz**

*/s/ Horacio D. Rozanski*

Director

February 14, 2023

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**Horacio D. Rozanski**

*/s/ Susan C. Schwab*

Director

February 14, 2023

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**Susan C. Schwab**



**Calculation of Filing Fee Tables**

**FORM S-8**  
**REGISTRATION STATEMENT UNDER**  
**THE SECURITIES ACT OF 1933**

**MARRIOTT INTERNATIONAL, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Table 1: Newly Registered Securities**

Security Type	Security Class Title <sup>(1)</sup>	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price <sup>(1)</sup>	Fee Rate	Amount of Registration Fee <sup>(2)</sup>
<b>Equity</b>	Class A Common Stock, par value \$0.01 per	Rule 457(o)	-	-	\$800,000,000	\$110.20 per \$1,000,000	\$88,160
<b>Total Offering Amounts</b>					\$800,000,000		\$88,160
<b>Total Fee Offsets (2)</b>							-
<b>Net Fee Due</b>							\$88,160

(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 Retirement Savings Plan (the "Plan") 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. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.

(2) The Registrant does not have any fee offsets.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8), dated February 14, 2023, pertaining to the Marriott Retirement Savings Plan of our reports dated February 14, 2023, 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, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia  
February 14, 2023

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 of Marriott International, Inc., dated February 14, 2023, of our report dated June 21, 2022, with respect to the statements of net assets available for benefits of the Marriott Retirement Savings Plan as of December 31, 2021 and 2020, the related statement of changes in net assets available for benefits for the year ended December 31, 2021, and the related supplemental schedule as of December 31, 2021, which report appears in the December 31, 2021 annual report on Form 11-K of Marriott Retirement Savings Plan.

/s/ Mayer Hoffman McCann P.C.

Phoenix, Arizona

February 14, 2023