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

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**FORM 8-K**

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**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 8, 2016**

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**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**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**

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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 7.01 Regulation FD Disclosure.**

On August 8, 2016, Marriott International, Inc. and Starwood Hotels & Resorts Worldwide, Inc. issued a press release announcing that, at the request of the Chinese Ministry of Commerce (MOFCOM), they have agreed to extend the time period for MOFCOM to complete its review of the Marriott-Starwood merger. This additional review period, known as phase three, could last up to 60 days. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

a) Exhibits.

Marriott is furnishing the following exhibit with this report:

99.1 Press Release, dated August 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: August 8, 2016

By: /s/ Ward R. Cooper  
Ward R. Cooper, Assistant Secretary

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**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

99.1 Press Release, dated August 8, 2016.

**UPDATE ON CHINA'S MINISTRY OF COMMERCE REVIEW OF MARRIOTT AND STARWOOD MERGER**

BETHESDA, Md., Aug. 8, 2016 /PRNewswire/ – Marriott International, Inc. (NASDAQ: MAR) and Starwood Hotels & Resorts Worldwide, Inc. (NYSE: HOT) today announced that, at the request of the Chinese Ministry of Commerce (MOFCOM), they have agreed to extend the time period for MOFCOM to complete its review of the Marriott-Starwood merger transaction. This additional review period, known as phase three, could last up to 60 days.

Marriott and Starwood continue to believe that their planned merger transaction poses no anti-competitive issues in China. Approval by China's Ministry of Commerce is the only remaining merger clearance required before the transaction may close. The companies have received unconditional premerger clearances from regulatory authorities representing over 40 countries worldwide, including the United States, the European Union, Canada, Chile, Colombia, India, Japan, Mexico, Pakistan, Saudi Arabia, South Africa, South Korea, and Turkey.

**Note on forward-looking statements**

The parties' plans for closing the merger transaction are "forward-looking statements" within the meaning of U.S. federal securities laws, and 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 satisfaction of customary closing requirements and other risk factors that we identify in Marriott's and Starwood's most recent quarterly reports on Form 10-Q 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.

**About Marriott**

Marriott International, Inc. (NASDAQ: MAR) is a global leading lodging company based in Bethesda, Maryland, USA, with more than 4,500 properties in 88 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 by Marriott*™, *Marriott Executive Apartments*®, *Marriott Vacation Club*®, *Gaylord Hotels*®, *AC Hotels by Marriott*®, *Courtyard*®, *Residence Inn*®, *SpringHill Suites*®, *Fairfield Inn & Suites*®, *TownePlace Suites*®, *Protea Hotels by Marriott*® and *Moxy Hotels*®. 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 more than 57 million members. For more information or reservations, please visit our website at [www.marriott.com](http://www.marriott.com), and for the latest company news, visit [www.marriottnewscenter.com](http://www.marriottnewscenter.com).

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## About Starwood

Starwood Hotels & Resorts Worldwide, Inc. is one of the leading hotel and leisure companies in the world more than 1,300 properties in some 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](http://www.starwoodhotels.com) for more information and stay connected @starwoodbuzz on Twitter and Instagram and [facebook.com/Starwood](https://facebook.com/Starwood).