

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  <b>Marriott International, Inc.</b>		2 Issuer's employer identification number (EIN)  <b>52-2055918</b>	
3 Name of contact for additional information  <b>Investor Relations</b>	4 Telephone No. of contact  <b>301-380-3000</b>	5 Email address of contact  <b>investorrelations@marriott.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>10400 Fernwood Road</b>		7 City, town, or post office, state, and Zip code of contact  <b>Bethesda, MD 20817</b>	
8 Date of action  <b>December 20, 2016</b>		9 Classification and description  <b>3.125% Marriott International, Inc. notes due 2023</b>	
10 CUSIP number  <b>571903AV5</b>	11 Serial number(s)	12 Ticker symbol  <b>MAR</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On December 20, 2016, Marriott International, Inc. consummated exchange offers and consent solicitations with holders of Starwood Hotels & Resorts Worldwide, LLC notes pursuant to which, among other things, Marriott International, Inc. issued 3.125% Marriott notes due 2023 in exchange for 3.125% Starwood notes due 2023 (the "Exchange").**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **A U.S. taxpayer that acquired the 3.125% Marriott notes in the Exchange generally has an initial tax basis in such notes equal to their issue price of \$96.869, as published on Marriott International, Inc.'s Investor Relations web page.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **The Exchange is taxable for U.S. federal income tax purposes. Pursuant to U.S. Treasury Regulations section 1.1273-2(f)(1), Marriott International, Inc. determined that the 3.125% Marriott notes due 2023 are "traded on an established market," and that their issue price within the meaning of U.S. Treasury Regulations section 1.1273-2(b) is \$96.869.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **Sections 1001 and 1273.**

Blank lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ **A U.S. taxpayer who exchanged 3.125% Starwood notes due 2023 for 3.125% Marriott notes due 2023 recognized gain or loss equal to the difference, if any, between (i) the sum of the amount of cash received and the issue price of the 3.125% Marriott notes due 2023 received and (ii) such U.S. taxpayer's adjusted tax basis in the 3.125% Starwood notes due 2023 tendered in the Exchange.**

Blank lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **Marriott International, Inc. is providing this form for informational purposes only. Because the Exchange was a taxable exchange resulting in the issuance of new debt instruments for property, the Exchange should not constitute an "organizational action that affects the basis" of a security within the meaning of Section 6045B of the Internal Revenue Code of 1986, as amended, or the U.S. Treasury Regulations issued thereunder.**

**The reportable taxable year is the year that includes December 20, 2016.**

Blank lines for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ *Horace E. Jordan, Jr.* Date ▶ 1/13/2017

Print your name ▶ **Horace E. Jordan, Jr.** Title ▶ **Senior Vice President - Tax**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.