

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

► 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>September 23, 2016</b>	9 Classification and description <b>See attached</b>		
10 CUSIP number <b>571903202</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 ► **See attached.**

- 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 ► **See attached.**

- 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 ► **See attached.**

**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See attached.

**18** Can any resulting loss be recognized? ► See attached.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See attached.

**Sign  
Here**

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 ►

*9/30/2016*

Print your name ► **Horace E. Jordan, Jr.**

Title ► **Senior Vice President - Tax**

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

## **Attachment to Form 8937**

### **Form 8937, Part II Box 14:**

The parties to the organizational action include Marriott International, Inc., ("Marriott"), Mars Merger Sub, Inc., ("Marriott Corporate Merger Sub"), Mars Merger Sub, LLC ("Marriott LLC Merger Sub"), Starwood Hotels & Resorts Worldwide, Inc., ("Starwood"), Solar Merger Sub 1, Inc., ("Holdco"), Solar Merger Sub 2, Inc., ("Starwood Merger Sub").

On September 23, 2016, Starwood Merger Sub merged with and into Starwood, with Starwood surviving the merger as a wholly owned subsidiary of Holdco (the "Starwood Merger"). Immediately following (i) Starwood was converted from a Maryland corporation to a Maryland limited liability company (the "Starwood LLC Conversion"), (ii) Marriott Corporate Merger Sub was merged with and into Holdco, with Holdco surviving the merger as a wholly owned subsidiary of Marriott (the "Initial Holdco Merger"), and (iii) Holdco was merged with and into Marriott LLC Merger Sub, with Marriott LLC Merger Sub surviving the merger as a wholly owned subsidiary of Marriott (the "Final Holdco Merger" and together with the Initial Holdco Merger, the Starwood LLC Conversion and the Starwood Merger, the "Combination Transactions").

Pursuant to the Initial Holdco Merger, each former Starwood shareholder received \$21.00 in cash and .80 shares of Marriott Class A common stock ("Marriott Common Stock") for each share of Holdco common stock held by such shareholder. To the extent that the Combination Transactions would have resulted in the issuance of a fractional share of Marriott Common Stock to a Starwood shareholder, a cash payment equal to the fair market value of the fractional share was paid to such shareholder in lieu of issuing a fractional share of Marriott Common Stock.

### **Form 8937, Part II Box 15:**

The Starwood Merger and the Starwood LLC Conversion, taken together, are intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code") and the Initial Holdco Merger and Final Holdco Merger, taken together, are intended to qualify as a tax-free reorganization under Section 368(a) of the Code. With respect to U.S. holders of Starwood common stock, for U.S. federal income tax purposes, the aggregate tax basis of the Marriott stock received by a U.S. holder of Starwood common stock in the Combination Transactions (including any fractional share of Marriott Common Stock for which cash was received) is the same as the aggregate adjusted tax basis of such U.S. holder's Starwood common stock exchanged therefor, increased by the amount of gain recognized (excluding any gain attributable to the receipt of cash in lieu of a fractional share of Marriott Common Stock) and decreased by the amount of cash received (excluding any cash received in lieu of a fractional share of Marriott Common Stock).

If a U.S. holder acquired Starwood common stock at different times or at different prices, any gain or loss realized will be determined separately with respect to each block of Starwood common stock and such U.S. holder's basis in its shares of Starwood common stock may be determined with reference to each block of Starwood common stock.



A U.S. holder of Starwood common stock that receives cash in lieu of a fractional share of Marriott Common Stock in the Initial Holdco Merger generally will be treated as if the fractional share of Marriott Common Stock had been distributed to such U.S. holder as part of the Initial Holdco Merger, and then redeemed by Marriott in exchange for the cash actually distributed in lieu of the fractional share. In general, a U.S. holder should recognize capital gain or loss with respect to the cash payments received in lieu of a fractional share measured by the difference between the amount of cash received and the tax basis allocated to the fractional share.

**Form 8937, Part II Box 16:**

Calculation of the tax basis in the shares of Marriott Common Stock issued pursuant to the Initial Holdco Merger is dependent on the fair market value of Marriott Common Stock on the date of the Initial Holdco Merger. U.S. federal income tax law does not specifically identify how U.S. holders should determine the fair market value of the Marriott Common Stock on the date of the Initial Holdco Merger. There are several possible methods of measuring such value, including the opening trading price, the closing trading price and the average of the high and low trading prices. For purposes of information reporting, Marriott and the exchange agent are reporting the fair market value of the Marriott Common Stock issued in the exchange as \$69.75, which is the closing trading price of Marriott Common Stock on the day prior to the Initial Holdco Merger. There can be no assurance that the Internal Revenue Service will not assert a different value or alternative valuation methodology.

**Form 8937, Part II Box 17:**

The applicable Code sections and subsections upon which the tax treatment is based are as follows: 302, 354, 356, 368(a), 1001, 1221

**Form 8937, Part II Box 18:**

In general, a U.S. holder of Starwood common stock will not recognize any gain or loss for U.S. federal income tax purposes as a result of the Combination Transactions with respect to the exchange of such U.S. holder's Starwood common stock for Marriott Common Stock, but will recognize gain (but not loss) in an amount not to exceed the amount of cash received in the Combination Transactions. The amount of gain recognized will be equal to the smaller of (i) the amount of cash received (excluding any cash received in lieu of a fractional share of Marriott Common Stock) and (ii) the excess, if any, of (x) the sum of the amount of cash received (including cash received in lieu of a fractional share of Marriott Common Stock) and the fair market value of the Marriott Common Stock received in the Initial Holdco Merger over (y) the U.S. holder's tax basis in its shares of Starwood common stock surrendered in the Combination Transactions.

**Form 8937, Part II Box 19:**

The Initial Holdco Merger was effective on September 23, 2016. Therefore the reportable tax year is the year of the shareholder that includes such date.

The information contained herein does not constitute tax advice and does not purport to be a complete discussion or describe the tax consequences that may apply to any particular U.S.

holder of Starwood common stock. U.S. holders of Starwood common stock are urged to consult their own tax advisors with respect to the tax consequences of the Combination Transactions applicable to their particular circumstances.