
**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)

Delaware
incorporation or organization)
(State or other jurisdiction of

52-2055918
(IRS. Employer
Identification No.)

**10400 Fernwood Road
Bethesda, Maryland 20817
(301) 380-3000**
(Address of Principal Executive Offices, Zip Code)

**MARRIOTT INTERNATIONAL, INC. EMPLOYEES' PROFIT SHARING,
RETIREMENT AND SAVINGS PLAN AND TRUST**
(Full title of the plan)

**Edward S. Ryan, Esq.
Executive Vice President and General Counsel
Marriott International, Inc.
Dept. 52/923
10400 Fernwood Road
Bethesda, Maryland 20817
(301) 380-3000**
(Name, Address, including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

**Copy to:
Ronald O. Mueller, Esq.
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
(202) 955-8500**

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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price	Amount of registration fee (2)
Class A Common Stock, par value \$0.01 per share	\$500,000,000	\$500,000,000	\$57,950.00

- (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 International, Inc. Employees' Profit Sharing, Retirement and Savings Plan and Trust 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. An indeterminate amount of interests to be offered or sold pursuant to the Marriott International, Inc. Employees' Profit Sharing, Retirement and Savings Plan and Trust were previously registered pursuant to Rule 416(c) on a registration statement on Form S-8 (File No. 333-166703) filed on May 10, 2010.
- (2) Calculated in accordance with Rule 457(o) 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 International, Inc. Employees' Profit Sharing, Retirement and Savings Plan and Trust (the "Plan"), to register an additional \$500,000,000 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. The Company previously filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-8 (File No. 333-166703) on May 10, 2010 registering \$250,000,000 worth of Class A Common Stock issuable under the Plan and an indeterminate amount of interests in and to be offered or sold pursuant to, the Plan (the "Prior Registration Statement"), a registration statement on Form S-8 (File No. 333-202173) on February 19, 2015 registering \$580,000,000 worth of Class A Common Stock issuable under the Plan and a registration statement on Form S-8 (File No. 333-209589) on February 18, 2016 registering \$670,000,000 worth of Class A Common Stock issuable under the Plan.

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

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 and the Note to Part I of Form S-8.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation, incorporated by reference to Exhibit No. 3(i) to the Company's Form 8-K filed with the SEC on August 22, 2006 (File No. 001-13881).
4.2	Amended and Restated Bylaws, incorporated by reference to Exhibit No. 3(ii) to the Company's Form 8-K filed with the SEC on February 14, 2017 (File No. 001-13881).
5.1	Internal Revenue Service determination letter, dated August 11, 2016, relating to the Plan.
23.1	Consent of Ernst & Young LLP.
24	Powers of Attorney (included on signature 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 21, 2017.

MARRIOTT INTERNATIONAL, INC.

By: /s/ Arne M. Sorenson
Arne M. Sorenson
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Edward A. Ryan and Bancroft S. Gordon 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Arne M. Sorenson</u> Arne M. Sorenson	President, Chief Executive Officer and Director (Principal Executive Officer)	February 21, 2017
<u>/s/ Kathleen K. Oberg</u> Kathleen K. Oberg	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	February 21, 2017
<u>/s/ Bao Giang Val Bauduin</u> Bao Giang Val Bauduin	Controller and Chief Accounting Officer (Principal Accounting Officer)	February 21, 2017
<u>/s/ J.W. Marriott, Jr.</u> J.W. Marriott, Jr.	Chairman of the Board	February 21, 2017
<u>/s/ Mary K. Bush</u> Mary K. Bush	Director	February 21, 2017
<u>/s/ Bruce W. Duncan</u> Bruce W. Duncan	Director	February 21, 2017
<u>/s/ Deborah Marriott Harrison</u> Deborah Marriott Harrison	Director	February 21, 2017

/s/ Frederick A. Henderson

Frederick A. Henderson

Director

February 21, 2017

/s/ Eric Hippeau

Eric Hippeau

Director

February 21, 2017

/s/ Lawrence W. Kellner

Lawrence W. Kellner

Director

February 21, 2017

/s/ Debra L. Lee

Debra L. Lee

Director

February 21, 2017

/s/ Aylwin B. Lewis

Aylwin B. Lewis

Director

February 21, 2017

/s/ George Muñoz

George Muñoz

Director

February 21, 2017

/s/ Steven S Reinemund

Steven S Reinemund

Director

February 21, 2017

/s/ W. Mitt Romney

W. Mitt Romney

Director

February 21, 2017

/s/ Susan C. Schwab

Susan C. Schwab

Director

February 21, 2017

EXHIBIT INDEX

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INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: Aug 11 2016

Employer Identification Number:
52-2055918

DLN:
17007324051003

MARRIOTT INTERNATIONAL INC
C/O MARRIOTT INTERNATIONAL INC
JILL O KEBLAWI
10400 FERNWOOD RD DEPT 52/92322
BETHESDA, MD 20817

Person to Contact:
CHRISTI L DRESSMAN ID# 31008

Contact Telephone Number:
(513) 263-5325

Plan Name:
MARRIOTT INTERNATIONAL INC
EMPLOYEES RETIREMENT SAVINGS PLAN
Plan Number: 002

Dear Applicant:

Based on the information you provided, we are issuing this favorable determination letter for your plan listed above. However, our favorable determination only applies to the status of your plan under the Internal Revenue Code and is not a determination on the effect of other federal or local statutes. To use this letter as proof of the plan's status, you must keep this letter, the applications forms, and all correspondence with us about your application.

Your determination letter does not apply to any qualification changes that become effective, any guidance issued, or any statutes enacted after the dates specified in the Cumulative List of Changes in Plan Requirements (the Cumulative List) for the cycle you submitted your application under, unless the new item was identified in the Cumulative List.

Your plan's continued qualification in its present form will depend on its effect in operation (Section 1.401-1(b)(3) of the Income Tax Regulations). We may review the status of the plan in operation periodically.

You can find more information on favorable determination letters in Publication 794, Favorable Determination Letter, including:

- The significance and scope of reliance on this letter,
- The effect of any elective determination request in your application materials,
- The reporting requirements for qualified plans, and
- Examples of the effect of a plan's operation on its qualified status.

You can get a copy of Publication 794 by visiting our website at www.irs.gov/formspubs or by calling 1-800-TAX-FORM (1-800-829-3676) to request a copy.

This letter considered the 2012 Cumulative List of Changes in Plan Qualification Requirements.

This determination letter applies to the amendments dated on

MARRIOTT INTERNATIONAL INC

7/14/14 & 2/25/14.

This determination letter also applies to the amendments dated 10/16/13 & 2/5/13.

This determination letter also applies to the amendments dated 3/21/13 & 2/5/13.

We made this determination on the condition that you adopt the proposed amendments you submitted in your letter dated 8/10/16, on or before the date the Income Tax Regulations provide under Section 401(b) of the Internal Revenue Code.

This plan satisfies the requirements of Section 4975 (e) (7) of the Internal Revenue Code.

This letter is not a determination with respect to any language in the plan or any amendment to the plan that reflects Section 3 of the Defense of Marriage Act, Pub. L. 104-199, 110 Stat. 2419 (DOMA) or U.S. v. Windsor, 133 S. Ct 2675 (2013), which invalidated that section.

The information on the enclosed addendum is an integral part of this determination. Please be sure to read it and keep it with this letter.

If you submitted a Form 2848, Power of Attorney and Declaration of Representative, or Form 8821, Tax Information Authorization, with your application and asked us to send your authorized representative or appointee copies of written communications, we will send a copy of this letter to her.

If you have any questions, you can contact the person listed at the top of this letter.

Sincerely,

/s/ Karen D. Truss

Karen D. Truss

Director, EP Rulings & Agreements

Addendum

Letter 5274

MARRIOTT INTERNATIONAL INC

This determination letter also applies to the amendments dated on 12/19/12, 9/18/12, 4/27/12, 12/20/11, 6/27/11, 6/8/11, 3/4/11, 2/4/11, 3/31/10, 1/6/10 and 12/17/09

Letter 5274

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8), dated February 21, 2017, pertaining to the Employees' Profit Sharing, Retirement and Savings Plan and Trust of Marriott International, Inc. of our reports dated February 21, 2017, 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, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, Virginia
February 21, 2017