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

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	\$580,000,000	\$580,000,000	\$67,396.00

- (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. Pursuant to Rule 416(c), this registration statement also covers 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.
- (2) Calculated in accordance with Rule 457(o) of the Securities Act.
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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 \$580,000,000 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, as well as to register an indeterminate amount of interests in 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 (the “Prior Registration Statement”).

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.

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 and the Plan file later with the SEC will automatically update and in some cases supersede this information. Specifically, the Company and the Plan incorporate 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 latest Annual Report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Company’s latest annual report or prospectus referred to in (a) above;
- (c) The description of our Class A Common Stock set forth under the caption “Description of the New Marriott Capital Stock” in our Registration Statement on Form 10, filed on February 13, 1998, including any amendment or report filed with the SEC for the purpose of updating such description;

- (d) The Plan's latest annual report filed pursuant to Section 15(d) of the Exchange Act; and
- (e) Future filings the Company or 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 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.

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 June 18, 2014 (File No. 001-13881).
5.1	Internal Revenue Service determination letter, dated October 30, 2012, 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 19th, 2015.

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 19, 2015
<u>/s/ Carl T. Berquist</u> Carl T. Berquist	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	February 19, 2015
<u>/s/ Bao Giang Val Bauduin</u> Bao Giang Val Bauduin	Controller and Chief Accounting Officer (Principal Accounting Officer)	February 19, 2015
<u>/s/ J.W. Marriott, Jr.</u> J.W. Marriott, Jr.	Chairman of the Board	February 19, 2015
<u>/s/ Mary K. Bush</u> Mary K. Bush	Director	February 19, 2015
<u>/s/ Deborah Marriott Harrison</u> Deborah Marriott Harrison	Director	February 19, 2015
<u>/s/ Frederick A. Henderson</u> Frederick A. Henderson	Director	February 19, 2015

/s/ Lawrence W. Kellner

Director

February 19, 2015

Lawrence W. Kellner

/s/ Debra L. Lee

Director

February 19, 2015

Debra L. Lee

/s/ George Muñoz

Director

February 19, 2015

George Muñoz

/s/ Harry J. Pearce

Director

February 19, 2015

Harry J. Pearce

/s/ Steven S Reinemund

Director

February 19, 2015

Steven S Reinemund

/s/ W. Mitt Romney

Director

February 19, 2015

W. Mitt Romney

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustee 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 19, 2015.

**MARRIOTT INTERNATIONAL, INC.
EMPLOYEES' PROFIT SHARING,
RETIREMENT AND SAVINGS PLAN AND TRUST**

By: /s/ Carolyn B. Handlon

Carolyn B. Handlon

Trustee and Member, Profit Sharing Committee

EXHIBIT INDEX

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

DEPARTMENT OF THE TREASURY

Date: OCT 30 2012

MARRIOTT INTERNATIONAL INC
C/O MARRIOTT INTERNATIONAL INC
FRANCES E SNYDER
10400 FERNWOOD RD DEPT 52 923 30
BETHESDA, MD 20817

Employer Identification Number:
52-2055918
DLN:
17007033083009
Person to Contact:
LAURA A SCHAEFER
Contact Telephone Number:
(513) 263-4615
Plan Name:
MARRIOTT INTERNATIONAL INC
EMPLOYEES RETIREMENT SAVINGS PLAN
Plan Number: 002

ID# 31304

Dear Applicant:

We have made a favorable determination on the plan identified above based on the information you have supplied. Please keep this letter, the application forms submitted to request this letter and all correspondence with the Internal Revenue Service regarding your application for a determination letter in your permanent records. You must retain this information to preserve your reliance on this letter.

Continued qualification of the plan under its present form will depend on its effect in operation. See section 1.401-1(b)(3) of the Income Tax Regulations. We will review the status of the plan in operation periodically.

The enclosed Publication 794 explains the significance and the scope of this favorable determination letter based on the determination requests selected on your application forms. Publication 794 describes the information that must be retained to have reliance on this favorable determination letter. The publication also provides examples of the effect of a plan's operation on its qualified status and discusses the reporting requirements for qualified plans. Please read Publication 794.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination letter gives no reliance for any qualification change that becomes effective, any guidance published, or any statutes enacted, after the issuance of the Cumulative List (unless the item has been identified in the Cumulative List) for the cycle under which this application was submitted.

This letter may not be relied on after the end of the plan's first five-year remedial amendment cycle that ends more than 12 months after the application was received. This letter expires on January 31, 2014. This letter considered the 2007 Cumulative List of Changes in Plan Qualification Requirements.

This determination letter is applicable for the amendment(s) executed on 12/19/08 & 11/10/08.

This determination letter is also applicable for the amendment(s) dated on 10/09/08 & 09/22/08.

This determination letter is also applicable for the amendment(s) dated on 12/21/07.

This plan satisfies the requirements of Code section 4975(e)(7).

We have sent a copy of this letter to your representative as indicated in the Form 2848 Power of Attorney or appointee as indicated by the Form 8821 Tax Information Authorization.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely,

/s/ Andrew E. Zuckerman

Andrew E. Zuckerman

Director, EP Rulings & Agreements

Enclosures:
Publication 794

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-8), dated February 19, 2015, pertaining to the Employees' Profit Sharing, Retirement and Savings Plan and Trust of Marriott International, Inc. of our reports dated February 19, 2015, 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, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, Virginia
February 19, 2015