

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Under Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 21, 1998

MARRIOTT INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

52-2055918  
(IRS Employer Identification No.)

1-13881  
(Commission File No.)

10400 Fernwood Road, Bethesda, Maryland  
(Address of principal executive offices)

20817  
(Zip Code)

Registrant's telephone number, including area code: (301) 380-3000

## ITEM 5. OTHER EVENTS

On May 21, 1998, all of the outstanding shares of the Registrant's common stock, par value \$0.01 per share, having one vote per share (the "Common Stock") were converted, on a one-for-one basis, into shares of the Registrant's Class A common stock, par value \$0.01 per share, having ten votes per share (the "Class A Common Stock"). This action was taken by the Board of Directors under authority granted by the Registrant's certificate of incorporation, in response to the shareholder vote at the Registrant's annual meeting of shareholders held on May 20, 1998.

As a result of the conversion, the Class A Common Stock is now the only class of outstanding common stock of the Company. This stock will continue to trade on the New York Stock Exchange and certain regional exchanges, but will trade under the symbol "MAR" instead of the current symbol "MAR.A" (prior to the conversion, "MAR" was the symbol for the Common Stock). The CUSIP identification number for the Class A Common Stock will remain the same, 571903-20-2.

The attached press release, which is incorporated herein by reference, provides additional information regarding the conversion.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

Exhibit 99 Press Release dated May 20, 1998.

SIGNATURES

Under 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 thereunto duly authorized.

MARRIOTT INTERNATIONAL, INC.

By: /s/ JOSEPH RYAN

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Joseph Ryan  
Executive Vice President  
and General Counsel

Date: May 22, 1998

EXHIBIT INDEX

Exhibit No.

Description

99

Press Release dated May 20, 1998

EXHIBIT 99

MARRIOTT INTERNATIONAL ANNOUNCES CONVERSION  
TO SINGLE CLASS OF COMMON STOCK EFFECTIVE MAY 21

WASHINGTON, D.C., May 20, 1998 Marriott International, Inc. (MAR and MAR.A/NYSE) announced that the company will convert its two classes of common stock (MAR and MAR.A) to a single class (MAR.A), effective tomorrow, May 21, 1998 at the opening of trading on the New York Stock Exchange. At that time, only the company's Class A common stock will be outstanding and traded on the New York Stock Exchange and other U.S. exchanges.

While retention of the dual class structure was supported by holders of a majority of shares voting at the company's annual meeting today, it did not receive the requisite approval of a majority of outstanding shares for the company to retain two classes of stock.

J.W. Marriott, Jr., chairman and chief executive officer of Marriott International, said, "Our company will continue the aggressive growth that has been the hallmark of the Marriott organization since it was first publicly traded 45 years ago, increasing value for all shareholders.

"Today we are better positioned for growth than ever. Our acquisition program has been and will continue to be successful," continued Mr. Marriott. "We have the infrastructure in place to support expansion, tremendous economies of scale in purchasing, and we have a proven ability to build and manage a broad array of brands linked together with outstanding technology and reservations systems," he added. "The entire Marriott International executive team and I are totally committed to the continued growth and prosperity of our company," Mr. Marriott said.

The stock conversion process is as follows:

- . Trading in both current classes of the company's stock will continue to the end of the trading day today, May 20, 1998.
- . Prior to the commencement of the trading day on May 21, all outstanding shares of common stock (ticker symbol: MAR) will automatically be converted, on a one-for-one basis, into shares of Class A common stock (current ticker symbol: MAR.A) of the company.

- . On May 21, trading will resume only for the Class A common stock of the company, since all common stock outstanding will have been converted into Class A shares.
- . The ticker symbol for the Class A common stock will be changed from MAR.A to MAR.
- . Holders of the company's common stock will be notified by mail of the conversion.

Outstanding certificates for the MAR common stock will be deemed to represent Class A common stock, and do not need to be exchanged. The CUSIP number for the Class A shares (571903 20 2) will remain the same. STOCKHOLDERS DO NOT NEED TO TAKE ANY ACTION TO EFFECT THE CONVERSION, AND THERE IS NO CHANGE IN THE EXISTING TAX BASIS OF THE CONVERTED SHARES.

Outstanding stock options and convertible securities (the LYONS convertible debt securities) which are currently exercisable or convertible into common stock, will instead be exercisable or convertible into the same number of shares of Class A common stock.

After the conversion, the company will have approximately 253 million shares of Class A common stock outstanding.

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MARRIOTT INTERNATIONAL, INC. is a leading worldwide hospitality company, with over 1,600 operating units in the United States and 53 other countries and territories. Major businesses include hotels operated and franchised under the Marriott, Ritz-Carlton, Courtyard, Residence Inn, Fairfield, TownePlace Suites, Executive Residences, Renaissance, New World and Ramada International brands; vacation club (timeshare) resorts; senior living communities and services; and food service distribution. The company is headquartered in Washington, D.C. and has approximately 129,000 employees. For fiscal year 1997, Marriott International reported sales of \$9 billion.

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