

MARBERT JEANETTE E
 Form 3
 September 06, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â MARBERT JEANETTE E</p> <p>(Last) (First) (Middle)</p> <p>C/O MARRIOTT VACATIONS WORLDWIDE,Â 6649 WESTWOOD BLVD</p> <p>(Street)</p> <p>ORLANDO,Â FLÂ 32821</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/01/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARRIOTT VACATIONS WORLDWIDE Corp [VAC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Exchange & Rental</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	72,870 ⁽¹⁾	D	Â
Restricted Stock Unit	983 ⁽²⁾ ⁽³⁾	D	Â
Restricted Stock Unit	3,399 ⁽⁴⁾	D	Â
Restricted Stock Unit	6,129 ⁽⁵⁾	D	Â
Restricted Stock Unit	2,299 ⁽⁶⁾	D	Â
Restricted Stock Unit	2,314 ⁽⁷⁾	D	Â
Restricted Stock Unit	2,265 ⁽⁸⁾ ⁽⁹⁾	D	Â
Restricted Stock Unit	6,129 ⁽¹⁰⁾	D	Â
Restricted Stock Unit	3,430 ⁽¹¹⁾	D	Â
Restricted Stock Unit	2,314 ⁽¹²⁾	D	Â

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARBERT JEANETTE E C/O MARRIOTT VACATIONS WORLDWIDE 6649 WESTWOOD BLVD ORLANDO, FL 32821	Â	Â	Â President, Exchange & Rental	Â

Signatures

/s/ Suzanne Liotta, 09/06/2018
Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares of common stock, \$0.01 par value per share ("Marriott Common Stock"), of Marriott Vacations Worldwide Corporation (the "Company") received as merger consideration (defined below) in exchange for 441,640 shares of common stock, \$0.01 par value per share ("ILG Common Stock"), of ILG, Inc. ("ILG"), in connection with the acquisition of ILG by the Company (the "merger"), pursuant to the Agreement and Plan of Merger, dated as of April 30, 2018, by and among the Company, ILG, Ignite Holdco, Inc., Ignite Holdco Subsidiary, Inc., Volt Merger Sub, Inc., and Volt Merger Sub LLC (the "merger agreement"). As of the effective time of the merger on September 1, 2018 (the "Effective Time"), each share of ILG Common Stock automatically converted into the right to receive 0.165 shares of Marriott Common Stock and \$14.75 in cash, along with cash in lieu of any fractional share (the "merger consideration").

(2) Represents restricted stock units of the Company received in exchange for 5,955 restricted stock units of ILG. Pursuant to the merger agreement, at the Effective Time, each ILG restricted stock unit award that was subject to time-based vesting ("RSU") was converted into the right to receive (i) a Company RSU award with generally the same terms and conditions (including vesting conditions) as were applicable to the ILG RSU award prior to conversion, and (ii) a cash-based award (which is subject to the same vesting conditions applicable to the ILG RSU award prior to conversion). applicable. Vests on February 24, 2019.

(3) (Continued from footnote 2) The number of shares of Marriott Common Stock subject to each converted RSU award was determined by multiplying the number of shares of ILG Common Stock subject to the original ILG RSU award by 0.165, rounded up or down to the nearest whole share as applicable. Vests on February 24, 2019.

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- (4) Represents Company RSUs received in exchange for 20,597 ILG RSUs. Vests in equal installments on February 23, 2019 and 2020.
- (5) Represents Company RSUs received in exchange for 37,144 ILG RSUs. Vests on May 12, 2019.
- (6) Represents Company RSUs received in exchange for 13,932 ILG RSUs. Vests in equal installments on February 14, 2019 and 2020.
- (7) Represents Company RSUs received in exchange for 14,025 ILG RSUs. Vests in equal installments on February 20 of 2019, 2020 and 2021.

Represents Company RSUs received in exchange for 13,728 restricted stock units of ILG that were subject to performance-based vesting ("PSU"). Pursuant to the merger agreement, at the Effective Time, Each ILG PSU award was converted into the right to receive (i) a

- (8) Company RSU award, with generally the same terms and conditions (including time-vesting conditions, but excluding performance goals) that applied to the ILG PSU award prior to conversion, and (ii) a cash-based award with generally the same terms and conditions (including time-vesting conditions, but excluding performance goals) that applied to the ILG PSU award before conversion.

(Continued from footnote 8) The number of shares of Marriott Common Stock subject to each such Company RSU award was

- (9) determined by multiplying the number of shares of ILG Common Stock subject to the original ILG PSU award that each holder would be eligible to receive based on deemed achievement of performance at target level immediately prior to the merger by the equity 0.165, rounded up or down to the nearest whole share as applicable. Vests on February 23, 2019.
- (10) Represents Company RSUs received in exchange for 37,143 ILG PSUs. Vests on May 12, 2019.
- (11) Represents Company RSUs received in exchange for 20,790 ILG PSUs. Vests on February 14, 2020.
- (12) Represents Company RSUs received in exchange for 14,024 ILG PSUs. Vests on February 20, 2021.

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Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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