

MARRIOTT INTERNATIONAL INC /MD/
Form 8-K
May 10, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): May 6, 2016

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

| | | |
|----------|---------|------------|
| Delaware | 1-13881 | 52-2055918 |
|----------|---------|------------|

(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

10400 Fernwood Road, Bethesda, Maryland 20817
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (301) 380-3000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders

On May 6, 2016, Marriott International, Inc. (“Marriott”) held its Annual Meeting of Shareholders. Marriott’s shareholders voted on the matters outlined in the 2016 Proxy Statement (“Proxy Statement”), filed with the Securities and Exchange Commission on April 5, 2016, as follows:

1. Marriott’s shareholders elected eleven director nominees named in the Proxy Statement with the following votes:

| NOMINEE | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------------------|---------------|------------|-----------|---------------------|
| J.W. Marriott, Jr. | 1,970,291,712 | 37,368,333 | 2,067,691 | 258,565,806 |
| Mary K. Bush | 1,962,266,192 | 42,132,025 | 5,329,519 | 258,565,806 |
| Deborah M. Harrison | 1,966,219,929 | 39,236,483 | 4,271,324 | 258,565,806 |
| Frederick A. Henderson | 1,950,229,228 | 52,679,783 | 6,818,725 | 258,565,806 |
| Lawrence W. Kellner | 1,959,221,826 | 44,554,270 | 5,951,640 | 258,565,806 |
| Debra L. Lee | 1,965,015,702 | 38,935,778 | 5,776,256 | 258,565,806 |
| George Muñoz | 1,963,525,132 | 40,413,140 | 5,789,464 | 258,565,806 |
| Steven S Reinemund | 1,963,902,993 | 39,233,216 | 6,591,527 | 258,565,806 |
| W. Mitt Romney | 1,981,600,850 | 21,370,621 | 6,756,265 | 258,565,806 |
| Susan C. Schwab | 1,963,446,329 | 40,536,251 | 5,745,156 | 258,565,806 |
| Arne M. Sorenson | 1,997,492,746 | 9,020,808 | 3,214,182 | 258,565,806 |

2. Marriott’s shareholders ratified the appointment of Ernst & Young LLP as Marriott’s independent registered public accounting firm for fiscal year 2016 with the following votes:

| FOR | AGAINST | ABSTAIN |
|---------------|------------|-----------|
| 2,251,271,383 | 10,627,821 | 6,394,338 |

3. Marriott’s shareholders approved the advisory resolution to approve the compensation of Marriott’s named executive officers with the following votes:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|---------------|------------|------------|---------------------|
| 1,955,297,802 | 42,742,167 | 11,687,767 | 258,565,806 |

4. Marriott’s shareholders did not approve a shareholder resolution proposing that a simple majority voting standard be applied throughout Marriott’s governance documents with the following votes:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|---------------|------------|---------------------|
| 868,890,577 | 1,119,706,728 | 21,130,431 | 258,565,806 |

SIGNATURE

Pursuant to 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 hereunto duly authorized.

MARRIOTT INTERNATIONAL, INC.

Date: May 10, 2016 By: /s/ Bancroft S. Gordon
Bancroft S. Gordon
Vice President, Senior Counsel and Corporate Secretary