

MARRIOTT VACATIONS WORLDWIDE Corp  
Form 8-K  
May 19, 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 13, 2016**

**Marriott Vacations Worldwide Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35219**  
**(Commission**

**File Number)**

**45-2598330**  
**(IRS Employer**

**Identification No.)**

**6649 Westwood Blvd., Orlando, FL**  
**(Address of principal executive offices)**

**32821**  
**(Zip Code)**

**Registrant's telephone number, including area code (407) 206-6000**

**N/A**

**(Former name or former address, if changed since last report)**

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 13, 2016, at the Annual Meeting of Shareholders (the Annual Meeting ) of Marriott Vacations Worldwide Corporation (the Company ), a total of 24,107,220 shares of the Company s common stock (84.7% of all shares entitled to vote at the Annual Meeting) were represented, in person or by proxy. At the Annual Meeting, shareholders considered: (1) the election of Raymond L. Gellein, Jr., Thomas J. Hutchison III and Dianna F. Morgan as Class I Directors; (2) the ratification of the selection by the Company s Audit Committee of Ernst & Young LLP as the Company s independent auditors for the current fiscal year; and (3) the approval of an advisory resolution on executive compensation. The Company s shareholders voted as follows on these matters:

(1) The Company s shareholders elected the three director nominees named in the Proxy Statement as Class I directors with the following votes:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
Raymond L. Gellein, Jr.	19,446,629	83,182	4,577,409
Thomas J. Hutchison III	19,415,074	114,737	4,577,409
Dianna F. Morgan	17,463,073	2,066,738	4,577,409

(2) The Company s shareholders ratified the selection by the Company s Audit Committee of Ernst & Young LLP as the Company s independent auditors for the current fiscal year with the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
23,981,203	74,917	51,100	0

(3) The Company s shareholders approved an advisory resolution on executive compensation with the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
19,284,052	188,796	56,963	4,577,409

**SIGNATURES**

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 VACATIONS WORLDWIDE  
CORPORATION**

(Registrant)

Date: May 19, 2016

By: /s/ John E. Geller, Jr.

Name: John E. Geller, Jr.

Title: Executive Vice President and Chief Financial  
Officer