

MARRIOTT INTERNATIONAL INC /MD/  
Form FWP  
October 06, 2014

**Issuer Free Writing Prospectus Filed Pursuant to Rule 433**

**supplementing the**

**Preliminary Prospectus Supplement dated October 6, 2014**

**Registration No. 333-179554**

**MARRIOTT INTERNATIONAL, INC.**

**PRICING TERM SHEET**

Dated: October 6, 2014

**3.125% Series N Notes due 2021**

|                                      |  |
|--------------------------------------|--|
| <b>Issuer:</b>                       | Marriott International, Inc.                       |
| <b>Security:</b>                     | 3.125% Series N Notes due 2021                     |
| <b>Aggregate Principal Amount:</b>   | \$400,000,000                                      |
| <b>Maturity Date:</b>                | October 15, 2021                                   |
| <b>Coupon:</b>                       | 3.125%   |
| <b>Interest Payment Dates:</b>       | April 15 and October 15, commencing April 15, 2015 |
| <b>Price to Public:</b>              | 99.314%  |
| <b>Benchmark Treasury:</b>           | 2.125% due September 30, 2021                      |
| <b>Benchmark Treasury Yield:</b>     | 2.135%   |
| <b>Spread to Benchmark Treasury:</b> | + 110 bps  |

**Yield:** 3.235%

**Redemption Provisions:** The Securities may be redeemed in whole or in part from time to time prior to July 15, 2021 (three months prior to the maturity date of the notes), at the issuer's option, at a redemption price equal to the greater of (1) 100% of the principal amount of the Securities being redeemed and (2) the sum of the present values of the remaining scheduled payments of principal and interest (not including accrued interest as of the redemption date) on the Securities to be redeemed, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (the yield to maturity of the United States Treasury security, selected by a primary U.S. government securities dealer, having a maturity comparable to the remaining term of the Securities being redeemed) plus 20 basis points, plus, in each case, accrued and unpaid interest on the Securities to the redemption date.

The Securities may be redeemed in whole or in part from time to time on or after July 15, 2021 (three months prior to the maturity date of the notes), at the issuer's option, at a redemption price equal to 100% of the principal amount of the notes being redeemed, plus any accrued and unpaid interest on the notes being redeemed to the redemption date.

**Expected Settlement Date:** October 9, 2014 (T+3)

**CUSIP:** 571903 AM5

**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof

**Change of Control:** Issuer repurchase offer required following certain changes of control as described in the Preliminary Prospectus Supplement dated October 6, 2014.

**Anticipated Ratings:** Baa2 by Moody's Investors Service, Inc.  
BBB by Standard & Poor's Ratings Services

**Joint Book-Running Managers:** J.P. Morgan Securities LLC  
Deutsche Bank Securities Inc.

Wells Fargo Securities, LLC

**Senior Co-Managers** Barclays Capital Inc.  
Citigroup Global Markets Inc.

Goldman, Sachs & Co.

HSBC Securities (USA) Inc.

Merrill Lynch, Pierce, Fenner & Smith Incorporated

PNC Capital Markets LLC

RBS Securities Inc.

SunTrust Robinson Humphrey, Inc.

**Co-Managers:** BNP Paribas Securities Corp.  
Mitsubishi UFJ Securities (USA), Inc.

Mizuho Securities USA Inc.

Scotia Capital (USA) Inc.

U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if**

**you request it by calling J.P. Morgan Securities LLC collect at 212-834-4533, Deutsche Bank Securities Inc. collect at 1-800-503-4611 or Wells Fargo Securities, LLC at 1-800-326-5897.**