

VONDRASEK MARK R

Form 4

September 27, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
VONDRASEK MARK R

(Last) (First) (Middle)

**C/O HYATT HOTELS
CORPORATION, 150 NORTH
RIVERSIDE PLAZA**

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Hyatt Hotels Corp [H]

3. Date of Earliest Transaction
(Month/Day/Year)

09/25/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	09/25/2017	A		6,097		(2)	(2)	Class A Common Stock	6,097
Restricted Stock Units	(1)	09/25/2017	A		16,260		(3)	(3)	Class A Common Stock	16,260
Stock Appreciation Rights	\$ 61.5	09/25/2017	A		20,139		(4)	09/16/2027	Class A Common Stock	20,139

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VONDRASEK MARK R C/O HYATT HOTELS CORPORATION 150 NORTH RIVERSIDE PLAZA CHICAGO, IL 60606				See Remarks

Signatures

/s/ Rena Hozore Reiss,
Attorney-in-fact

09/27/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Each Restricted Stock Unit ("RSU") represents the contingent right to receive, at settlement, one share of Class A Common Stock.
The RSUs issued pursuant to the Third Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan (the "LTIP") vest and
- (2) become payable in four equal annual installments beginning on September 16, 2018. The RSUs will be settled in Class A Common Stock upon vesting, subject to earlier settlement upon death or disability or a change of control of the Issuer.
The RSUs issued pursuant to the LTIP vest and become payable in three installments beginning on September 16, 2018 (50%),
- (3) September 16, 2019 (30%) and September 16, 2020 (20%). The RSUs will be settled in Class A Common Stock upon vesting, subject to earlier settlement upon death or disability or a change of control of the Issuer.
- (4) The stock appreciation rights issued pursuant to the LTIP vest in four equal annual installments beginning on September 16, 2018.

Remarks:

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Executive Vice President, Global Head of Loyalty & New Business Platforms

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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