

EISENBERG MARSHALL E
Form SC 13D/A
January 05, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

[Rule 13d-101]

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 204.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

§ 240.13d-2(a)

(Amendment No. 3)

Hyatt Hotels Corporation

(Name of issuer)

Class A Common Stock, \$0.01 par value per share
(Title of class of securities)

448579102
(CUSIP number)

Thomas Dykstra

311 South Wacker Drive, Suite 4990

Chicago, Illinois 60606

312-896-1717

(Name, address and telephone number of person authorized to receive notices and communications)

January 1, 2012

(Date of event which requires filing of this statement)

*If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

(Continued on following pages)

* The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

(Page 1 of 12 Pages)

(1) Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Marshall E. Eisenberg, not individually, but solely as trustee of the trusts listed on Appendix A-1.

(2) Check the appropriate box if a member of a group

(a) x

(b) ..

(3) SEC use only

(4) Source of funds

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ..

(6) Citizenship or place of organization

United States

(7) Sole voting power

Number of

shares 0
(8) Shared voting power

beneficially

owned by 5,846,633*
(9) Sole dispositive power
each

reporting

person 0
(10) Shared dispositive power

with

5,846,633*

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(11) Aggregate amount beneficially owned by each reporting person

5,846,633*

(12) Check if the aggregate amount in Row (11) excludes certain shares x

(13) Percent of class represented by amount in Row (11)

3.5%*

(14) Type of reporting person

OO

* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock) and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of October 28, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 165,158,639 shares of Common Stock outstanding as of October 28, 2011. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 4.7% of the total voting power of the Common Stock as of October 28, 2011. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 28, 2011, which is comprised of 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

(1) Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Nicholas J. Pritzker

(2) Check the appropriate box if a member of a group

(a) x

(b) ..

(3) SEC use only

(4) Source of funds

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ..

(6) Citizenship or place of organization

United States

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

reporting 1,027,357*

(9) Sole dispositive power

person

with 0

(10) Shared dispositive power

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1,027,357*

(11) Aggregate amount beneficially owned by each reporting person

1,027,357*

(12) Check if the aggregate amount in Row (11) excludes certain shares

(13) Percent of class represented by amount in Row (11)

0.6%*

(14) Type of reporting person

OO

* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of October 28, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 165,158,639 shares of Common Stock outstanding as of October 28, 2011. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 0.8% of the total voting power of the Common Stock as of October 28, 2011. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 28, 2011, which is comprised of 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

(1) Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Lawrence I. Richman, not individually, but solely as trustee of Second Universe Trust.

(2) Check the appropriate box if a member of a group

(a) x

(b) ..

(3) SEC use only

(4) Source of funds

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ..

(6) Citizenship or place of organization

United States

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

reporting 393,308*
(9) Sole dispositive power

person

with 0

(10) Shared dispositive power

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393,308*

(11) Aggregate amount beneficially owned by each reporting person

393,308*

(12) Check if the aggregate amount in Row (11) excludes certain shares

(13) Percent of class represented by amount in Row (11)

0.2%

(14) Type of reporting person

OO

* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of October 28, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 165,158,639 shares of Common Stock outstanding as of October 28, 2011. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 0.3% of the total voting power of the Common Stock as of October 28, 2011. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 28, 2011, which is comprised of 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

EXPLANATORY NOTE: This Amendment No. 3 to Schedule 13D (Amendment No. 3) relates to the Class A Common Stock, \$0.01 par value per share, of Hyatt Hotels Corporation, a Delaware corporation (the Issuer), which has its principal executive office at 71 South Wacker Drive, 12th Floor, Chicago, Illinois 60606. This Amendment No. 3 amends and supplements, as set forth below, the Schedule 13D filed by the Reporting Persons with respect to the Issuer on August 26, 2010 (the Original Schedule 13D), as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on September 9, 2010 (Amendment No. 1) and Amendment No. 2 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on May 20, 2011 (Amendment No. 2). The Original Schedule 13D, as amended and supplemented by Amendment No. 1 and Amendment No. 2, is referred to as the Schedule 13D. All capitalized terms not otherwise defined herein have the meanings ascribed to them in the Schedule 13D. The Schedule 13D is amended and supplemented by adding the information contained herein. Only those items amended are reported herein.

Item 2. Identity and Background

Item 2 of the Schedule 13D is amended by deleting the first paragraph thereof and replacing such paragraph with the following:

(a)-(c) This Schedule 13D is being filed by Marshall E. Eisenberg, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-1 (the NJP Trustee), Nicholas J. Pritzker, individually (Mr. Pritzker), and Lawrence I. Richman, not individually, but solely in the capacity as trustee of Second Universe Trust (the Second Universe Trustee, and, together with the NJP Trustee and Mr. Pritzker, the Reporting Persons).

Item 2 of the Schedule 13D is amended by deleting the second paragraph thereof and replacing such paragraph with the following:

The address of the principal business and principal office of the Reporting Persons is 311 South Wacker Drive, Suite 4990, Chicago, Illinois 60606. The NJP Trustee and the Second Universe Trustee in their role as trustees are principally engaged in the business of investing the assets of the trusts for the benefit of the beneficiaries of such trusts. Mr. Pritzker's principal occupation is the management of his personal and family investments.

Item 2 of the Schedule 13D is amended and supplemented as follows:

The Reporting Persons have entered into a Joint Filing Agreement, dated as of January 5, 2012, a copy of which is attached as Exhibit 5 to this Amendment No. 3.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is amended and supplemented as follows:

On January 1, 2012, the co-trustees of U.S. Situs Trusts and the trustee of the Non-U.S. Situs Trusts transferred an aggregate of 1,027,357 shares of Class B Common Stock to Mr. Pritzker and Mr. Pritzker acquired beneficial ownership of such shares (the NJP Transfers). The NJP Transfers constitute Permitted Transfers as defined under the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Mr. Pritzker in the NJP Transfers remain shares of Class B Common Stock. Mr. Pritzker received the NJP Transfers as compensation for services rendered to the transferors.

Also on January 1, 2012, the trustee of Settlement T-577 transferred 393,308 shares of Class B Common Stock to Second Universe Trust, of which Lawrence I. Richman is the trustee and Mr. Pritzker is the beneficiary (the Second Universe Transfer, and together with the NJP Transfers, the Transfers) and Second Universe Trust acquired beneficial ownership of such shares. Pursuant to Regulation 13D under the Securities Exchange Act of 1934, as amended, Mr. Pritzker is not deemed to be a beneficial owner of the shares of Class B Common Stock held by Second Universe Trust. The Second Universe Transfer constitutes a Permitted Transfer as defined under the Issuer's Amended and Restated Certificate of Incorporation, and, accordingly, the shares of Class B Common Stock acquired by Second Universe Trust in the Second Universe Transfer remain shares of Class B Common Stock.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is amended and supplemented as follows:

The Transfers were completed on January 1, 2012 as described in Item 3 of the Schedule 13D, as amended by this Amendment No. 3. Mr. Pritzker received the NJP Transfers as compensation for services rendered to the transferors.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended and supplemented as follows:

(a)-(b) As of the date hereof, the Reporting Persons in the aggregate may be deemed to be the beneficial owners of 7,267,298 shares of Class A Common Stock, issuable upon conversion of 7,267,298 shares of Class B Common Stock beneficially owned by the Reporting Persons. The number of shares of Class B Common Stock beneficially owned by the Reporting Persons represents 6.0% of the total number of shares of Class B Common Stock outstanding. The number of shares of Common Stock beneficially owned by the Reporting Persons represents 4.4% of the total number of shares of Common Stock outstanding and 5.8% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule A attached to this Amendment No. 3 amends and restates, in its entirety, Schedule A attached to the Schedule 13D. Schedule A attached to this Amendment No. 3 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by each Reporting Person.

Schedule B attached to this Amendment No. 3 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 3 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by the Reporting Persons and each Separately Filing Group Member. All information with regard to the Separately Filing Group Members is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members.

Neither the Transfers nor the resignation of Nicholas J. Pritzker as co-trustee of the Nicholas Trust impacts the number of shares or the percentage of the Common Stock beneficially owned by the Pritzker Family Group.

(c) On December 27, 2011, Nicholas J. Pritzker resigned as trustee of P.G. Nicholas Trust M (Nicholas Trust) and therefore is no longer deemed to beneficially own the shares of Class B Common Stock held by Nicholas Trust.

The Transfers were completed on January 1, 2012, as described in Item 3 of the Schedule 13D, as amended by this Amendment No. 3.

Item 7. Material to Be Filed as Exhibits

Item 7 of the Schedule 13D is amended and supplemented as follows:

Exhibit 5 Joint Filing Agreement, dated as of January 5, 2012, by and among Marshall E. Eisenberg, not individually, but solely as trustee of the trusts listed on Schedule 1 thereto, Lawrence I. Richman, not individually, but solely as trustee of Second Universe Trust, and Nicholas J. Pritzker, pursuant to Rule 13D-1(k) of the Securities Exchange Act of 1934, as amended.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 5, 2012

By: /s/ Marshall E. Eisenberg
Marshall E. Eisenberg, not individually, but solely in the capacity as
trustee of the trusts listed on Appendix A-1

By: /s/ Nicholas J. Pritzker
Nicholas J. Pritzker, individually

By: /s/ Lawrence I. Richman
Lawrence I. Richman, not individually, but solely in the capacity as
trustee of Second Universe Trust

[Signature Page to Amendment No. 3 to Schedule 13D]

Appendix A-1

Don Trust #25M1

A.N.P. Trust #1M6

A.N.P. Trust #2M6

A.N.P. Trust #3M6

P.G. Nicholas Trust M

Schedule A**Certain Information Regarding the****Reporting Persons¹**

Name of Beneficial Owner	Class A Common Stock ²		Class B Common Stock ³		% of Total Common Stock ⁴	% of Total Voting Power ⁵
	Shares	% of Class A	Shares	% of Class B		
Marshall E. Eisenberg, not individually, but solely in the capacity as trustee of the trusts listed on <u>Appendix A-1</u>	-	-	5,846,633	4.9%	3.5%	4.7%
Nicholas J. Pritzker, individually	-	-	1,027,357	0.9%	0.6%	0.8%
Lawrence I. Richman, not individually, but solely in the capacity as trustee of Second Universe Trust	-	-	393,308	0.3%	0.2%	0.3%

¹ All references to the number of shares outstanding are as of October 28, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011.

² The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 44,680,334 shares of the Class A Common Stock outstanding as of October 28, 2011, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

³ The information shown in the table with respect to the percentage of Class B Common Stock beneficially owned is based on 120,478,305 shares of Class B Common Stock outstanding as of October 28, 2011.

⁴ The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock outstanding as of October 28, 2011.

⁵ With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of October 28, 2011, which is comprised of 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule B**Certain Information Regarding the****Separately Filing Group Member¹**

	Class A Common Stock ²		Class B Common Stock ³		% of Total Common Stock ⁴		% of Total Voting Power ⁵
	Shares	% of Class A	Shares	% of Class B			
Separately Filing Group Member							
Co-Trustees of the U.S. Situs Trusts ⁶			1,982,124	1.6%	1.2%		1.6%
Trustee of the Non-U.S. Situs Trusts ⁷			3,447,946	2.9%	2.1%		2.8%
Trustees of the Thomas J. Pritzker Family Trusts and Other Reporting Persons ⁸			20,675,041	17.2%	12.5%		16.5%
Trustees of the Nicholas J. Pritzker Family Trusts and Other Reporting Persons ⁹			7,267,298	6.0%	4.4%		5.8%
Trustees of the James N. Pritzker Family Trusts ¹⁰	8,470	*	3,470,792	2.9%	2.1%		2.8%
Trustees of the John A. Pritzker Family Trusts ¹¹							
Trustees of the Linda Pritzker Family Trusts ¹²							
Trustees of the Karen L. Pritzker Family Trusts ¹³			8,584,104	7.1%	5.2%		6.9%
Trustees of the Penny Pritzker Family Trusts and Other Reporting Persons ¹⁴	5,775	*	9,758,651	8.1%	5.9%		7.8%
Trustees of the Daniel F. Pritzker Family Trusts ¹⁵			10,001,457	8.3%	6.1%		8.0%
Trustees of the Anthony N. Pritzker Family Trusts ¹⁶			6,186,817				