

QUAZZO STEPHEN R
Form 3
September 06, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

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|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>QUAZZO STEPHEN R</p> <p>(Last) (First) (Middle)</p> <p>C/O MARRIOTT VACATIONS WORLDWIDE, 6649 WESTWOOD BLVD</p> <p>(Street)</p> <p>ORLANDO, FL 32821</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARRIOTT VACATIONS WORLDWIDE Corp [VAC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 8,641 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D | À |
| Common Stock | 28 <u>(4)</u> | I | By spouse |
| Common Stock | 319 <u>(5)</u> | I | Benjamin C. Quazzo Minority Trust <u>(6)</u> |
| Common Stock | 319 <u>(5)</u> | I | Caroline T. Quazzo Minority Trust <u>(7)</u> |
| Common Stock | 319 <u>(5)</u> | I | Christopher H. Quazzo Minority Trust <u>(8)</u> |

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

SEC 1473 (7-02)

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| QUAZZO STEPHEN R C/O MARRIOTT VACATIONS WORLDWIDE 6649 WESTWOOD BLVD ORLANDO, FL 32821 | X | X | X | X |

Signatures

/s/ Suzanne Liotta,
Attorney-in-Fact

09/06/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes (a) 7,641 shares of common stock, \$0.01 par value per share ("Marriott Common Stock"), of Marriott Vacations Worldwide Corporation (the "Company") received as merger consideration (defined below) in exchange for 46,312 shares of common stock, \$0.01 par value per share ("ILG Common Stock"), of ILG, Inc. ("ILG"), in connection with the acquisition of ILG by the Company (the "merger"), pursuant to the Agreement and Plan of Merger, dated as of April 30, 2018, by and among the Company, ILG, Ignite Holdco, Inc., Ignite Holdco Subsidiary, Inc., Volt Merger Sub, Inc., and Volt Merger Sub LLC (the "merger agreement"), and (b) 1,000 shares of Marriott Common Stock held prior to the Effective Time.
 - (2) (Continued from Footnote 1) As of the effective time of the merger on September 1, 2018 (the "Effective Time"), each share of ILG Common Stock automatically converted into the right to receive 0.165 shares of Marriott Common Stock and \$14.75 in cash, along with cash in lieu of any fractional share (the "merger consideration").
 - (3) The 7,641 shares of Marriott Common Stock received as merger consideration include shares of Marriott Common Stock received in exchange for 3,611 restricted stock units of ILG that accelerated upon completion of the merger.
 - (4) Represents shares of Marriott Common Stock received as merger consideration in exchange for 171 shares of ILG Common Stock.
 - (5) Represents shares of Marriott Common Stock received as merger consideration in exchange for 1,939 shares of ILG Common Stock.
 - (6) Shares reported are registered to Benjamin C. Quazzo Minority Trust dated October 21, 1993, of which Mr. Quazzo is the settlor and over which he exercises some investment control.
 - (7)

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Shares reported are registered to Caroline T. Quazzo Minority Trust dated October 21, 1993, of which Mr. Quazzo is the settlor and over which he exercises some investment control.

- (8) Shares reported are registered to Christopher H. Quazzo Minority Trust dated September 6, 1997, of which Mr. Quazzo is the settlor and over which he exercises some investment control.

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Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.