

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:

| Nominee | For | Withheld | Broker Non-Vote |
|-------------------------|------------|-----------|-----------------|
| 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:

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 23,981,203 | 74,917 | 51,100 | 0 |

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

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 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