

Hyatt Hotels Corp
Form 8-K
August 14, 2017

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 Earliest Event reported): August 8, 2017

HYATT HOTELS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-34521
(Commission

File Number)

20-1480589
(IRS Employer

Identification No.)

71 South Wacker Drive, 12th Floor

Chicago, IL
(Address of principal executive offices)

60606
(Zip Code)

Registrant's telephone number, including area code: (312) 750-1234

Former name or former address, if changed since last report: Not Applicable

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On August 8, 2017, Hyatt Hotels Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) by and among the Company, the selling stockholders named therein (the Selling Stockholders), and Morgan Stanley & Co. LLC (the Underwriter), relating to an underwritten offering of 8,654,050 shares (the Shares) of the Company s Class A common stock, par value \$0.01 per share (the Class A Common Stock), pursuant to the Company s Registration Statement on Form S-3 (File No. 333-218162), filed on May 22, 2017, as supplemented by the prospectus supplement dated August 8, 2017. All of the Shares are being sold by the Selling Stockholders. Pursuant to the Underwriting Agreement, the Underwriter agreed to purchase the Shares at a price of \$57.58.

The description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

Item 8.01 Other Events.

The offering of 8,654,050 shares of Class A Common Stock settled on August 14, 2017. The Selling Stockholders received all of the net proceeds from this offering. No shares of Class A Common Stock were sold by the Company.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

See the Exhibit Index immediately following the signature page hereto, which is incorporated herein by reference.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned hereunto duly authorized.

Hyatt Hotels Corporation

Date: August 14, 2017

By: /s/ Rena Hozore Reiss

Name: Rena Hozore Reiss

Title: Executive Vice President, General Counsel

and Secretary

EXHIBIT INDEX

- 1.1 Underwriting Agreement, dated as of August 8, 2017, among Hyatt Hotels Corporation, the selling stockholders named therein and Morgan Stanley & Co. LLC.