Edgar Filing: Hyatt Hotels Corp - Form 4

Form 4 March 27, 20	•										
									OMB A	PPROVAL	
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287		
Section 16. Form 4 or				HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ion 16(a) of the Securities Exchange Act of 1934,					Expires: January 31, 2005 Estimated average burden hours per response 0.5		
obligation may conti <i>See</i> Instru 1(b).	^s nue. Section 17	(a) of the		ility Hold	ing Com	pany	Act o	of 1935 or Section	on		
(Print or Type R	esponses)										
Webb Robert W.K. Symbol			Name and Ticker or Trading otels Corp [H]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Cne	(Check all applicable)				
	T HOTELS FION, 71 SOUT DRIVE, 12TH F		(Month/Da 03/25/20	-				Director X Officer (giv below)		6 Owner er (specify	
(Street) 4. If Amer			ndment, Date Original			6. Individual or Joint/Group Filing(Check					
Filed(Mon CHICAGO, IL 60606				nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CHICAGO,								Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if Instr. 3) any		on Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Energicially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock (1)	03/25/2015			A		A	\$ 0	38,692	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Restricted Stock Units	(2)	03/25/2015		А	4,146	(3)	(3)	Class A Common Stock	4,14
Stock Appreciation Rights	\$ 56.27	03/25/2015		А	11,304	<u>(4)</u>	03/25/2025	Class A Common Stock	11,30

Reporting Owners

Reporting Owner Name / Address		Relationships					
r of the test of t	Director	10% Owner	Officer	Other			
Webb Robert W.K. C/O HYATT HOTELS CORPORATION 71 SOUTH WACKER DRIVE, 12TH FL CHICAGO, IL 60606			See Remarks				
Signatures							
Rena Hozore Reiss, Attorney-in-fact	03/27/2015						
**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).

Represents 8,292 shares of restricted Class A common stock ("Restricted Stock") issued pursuant to the Second Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan (the "LTIP"). The Restricted Stock will vest following the three-year period ending

(1) December 31, 2017, subject to attainment of certain performance goals set forth in a restricted stock award agreement. The Restricted Stock is subject to certain restrictions, including restrictions on transfer, prior to vesting. The shares of Restricted Stock vest at 25% if the threshold goal is achieved, 50% if the target goal is achieved and 100% if the maximum goal is achieved or exceeded. If less than 100% of the shares of Restricted Stock vest, then those shares that do not vest will be forfeited.

(2) 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 LTIP vest and become payable in four equal annual installments beginning on March 16, 2016. The(3) RSUs will be settled in shares of 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 March 16, 2016.

Remarks:

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Executive Vice President, Chief Human Resources Officer

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.