

MARRIOTT INTERNATIONAL INC /MD/  
Form 8-K  
May 09, 2011

**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 6, 2011

**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-13881**  
(Commission

File Number)

**52-2055918**  
(IRS Employer

Identification No.)

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**10400 Fernwood Road, Bethesda, Maryland**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (301) 380-3000**

**20817**

(Zip Code)

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 6, 2011, Marriott International, Inc. ( Marriott ) held its Annual Meeting of Shareholders. At the Annual Meeting, shareholders considered: 1) the election of the ten director nominees named in the proxy statement; 2) the ratification of the independent registered public accounting firm for fiscal 2011; 3) an advisory resolution to approve the compensation of Marriott s named executive officers; and 4) on an advisory basis the frequency of future advisory votes on the compensation of Marriott s named executive officers. Marriott s shareholders voted as follows on these matters:

1. Marriott s shareholders elected the ten director nominees named in the proxy statement with the following votes:

| NOMINEE              | FOR           | AGAINST    | ABSTAIN   | BROKER<br>NON-<br>VOTES |
|----------------------|---------------|------------|-----------|-------------------------|
| J.W. Marriott, Jr.   | 2,791,201,710 | 51,911,970 | 1,824,100 | 336,625,250             |
| John W. Marriott III | 2,827,017,150 | 15,460,860 | 2,459,770 | 336,625,250             |
| Mary K. Bush         | 2,812,410,610 | 25,557,050 | 6,970,120 | 336,625,250             |
| Lawrence W. Kellner  | 2,829,242,970 | 9,580,280  | 6,114,530 | 336,625,250             |
| Debra L. Lee         | 2,758,472,180 | 80,111,880 | 6,353,720 | 336,625,250             |
| George Muñoz         | 2,832,164,300 | 7,292,460  | 5,481,020 | 336,625,250             |
| Harry J. Pearce      | 2,807,146,360 | 32,527,880 | 5,263,540 | 336,625,250             |
| Steven S Reinemund   | 2,812,565,120 | 26,300,950 | 6,071,710 | 336,625,250             |
| Lawrence M. Small    | 2,801,001,710 | 37,764,640 | 6,171,430 | 336,625,250             |
| Arne M. Sorenson     | 2,825,453,220 | 15,180,550 | 4,304,010 | 336,625,250             |

2. Marriott s shareholders ratified the appointment of Ernst & Young LLP as Marriott s independent registered public accounting firm for fiscal 2011 with the following votes:

| FOR           | AGAINST    | ABSTAIN   |
|---------------|------------|-----------|
| 3,159,636,440 | 18,154,650 | 3,771,940 |

3. Marriott s shareholders approved the advisory resolution to approve the compensation of Marriott s named executive officers with the following votes:

|               |            |            | BROKER<br>NON-<br>VOTES |
|---------------|------------|------------|-------------------------|
| FOR           | AGAINST    | ABSTAIN    |                         |
| 2,786,866,900 | 46,824,100 | 11,246,780 | 336,625,250             |

Based on the results of the vote, and consistent with the Board s recommendation, the Board has determined to hold an advisory vote on executive compensation on an annual basis until the next vote on frequency, which is required at least once every six years.

4. Marriott's shareholders voted on an advisory basis to hold future advisory votes on the compensation of Marriott's named executives as follows:

|               |                |                |                | <b>BROKER</b> |
|---------------|----------------|----------------|----------------|---------------|
|               |                |                |                | <b>NON-</b>   |
| <b>1 YEAR</b> | <b>2 YEARS</b> | <b>3 YEARS</b> | <b>ABSTAIN</b> | <b>VOTES</b>  |
| 2,466,949,690 | 91,328,770     | 277,054,770    | 9,604,550      | 336,625,250   |

**SIGNATURE**

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 INTERNATIONAL, INC.**

Date: May 9, 2011

By: /s/ Carl T. Berquist  
Carl T. Berquist  
Executive Vice President and Chief Financial Officer