



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3233

September 30, 2016

Via E-mail

Kristin A. Campbell  
Executive Vice President and General Counsel  
Hilton Worldwide Holdings Inc.  
7930 Jones Branch Drive, Suite 1100  
McLean, Virginia 22102

**Re: Hilton Grand Vacations Inc.  
Amendment No. 3 to Form 10-12B  
Filed September 16, 2016  
File No. 001-37794**

Dear Ms. Campbell:

We have reviewed your filing and have the following comment. Please respond to this comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this comment, we may have additional comments.

Certain Relationships and Related Party Transactions, page 154

Distribution Agreement, page 154

1. We note your disclosure on pages 46 and 155 that losses related to certain contingent liabilities will be apportioned among the parties according to fixed percentages set forth in the Distribution Agreement. Please revise to disclose the fixed percentages that are set forth in the Distribution Agreement and briefly describe, as applicable, these certain contingent liabilities or advise.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Kristin A. Campbell  
Hilton Grand Vacations Inc.  
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In responding to our comment, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

You may contact Eric McPhee, Staff Accountant, at 202-551-3693 or me at 202-551-3295 if you have questions regarding comments on the financial statements and related matters. Please contact Sandra B. Hunter, Staff Attorney, at 202-551-3758 or Jennifer Gowetski, Senior Counsel, at 202-551-3401 with any other questions.

Sincerely,

/s/ Jennifer Monick

Jennifer Monick  
Assistant Chief Accountant  
Office of Real Estate and  
Commodities

cc: Joshua Ford Bonnie  
Simpson Thacher & Bartlett LLP  
Via E-mail