

January 17, 2020

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *Marriott International, Inc.*
Stockholder Proposal of AFL-CIO Reserve Fund
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, Marriott International, Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2020 Annual Meeting of Stockholders (collectively, the “2020 Proxy Materials”) a stockholder proposal and statements in support thereof (the “Proposal”) received from AFL-CIO Reserve Fund (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2020 Proxy Materials with the Commission; and
- concurrently sent a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponent elects to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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THE PROPOSAL

The Proposal states:

RESOLVED: Stockholders of Marriott International, Inc. (the “Company”) urge the Company to take all steps necessary, in compliance with applicable law, to remove the supermajority vote requirements in its Bylaws and Certificate of Incorporation.

A copy of the Proposal, the supporting statements and related correspondence with the Proponent are attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2020 Proxy Materials pursuant to Rule 14a-8(i)(10) because, as discussed below, the Board of Directors (the “Board”) both approved amendments to the Restated Certificate of Incorporation (the “Certificate”) and the Amended and Restated By-Laws (the “By-Laws”) and recommended that stockholders vote “for” those amendments at the 2019 Annual Meeting, which substantially implement the Proposal.

BACKGROUND

The Proponent submitted to the Company for consideration at its 2018 Annual Meeting a stockholder proposal requesting that the Company eliminate all supermajority voting requirements in the Certificate and By-Laws (the “2018 Proposal”). The 2018 Proposal, which was included in the 2018 Proxy Materials, received the support of a majority of the shares present in person or represented by proxy and entitled to vote on the 2018 Proposal at the 2018 Annual Meeting. *See* Exhibit B.

After considering corporate governance best practices for the Company’s stockholders, balancing various competing interests and taking into account the vote on the Proposal (as discussed in the 2018 Proxy Materials), the Board determined to take action to implement the 2018 Proposal. Specifically, the Board approved five amendments to the Certificate and By-Laws to implement a majority voting standard in place of each of the supermajority voting provisions in the Certificate and By-Laws (each an “Amendment,” and collectively, the “Amendments”). Since approval of the Amendments also required the affirmative vote of two-thirds of the voting power of the shares outstanding, the Board also approved submitting the Amendments for stockholder approval at the 2019 Annual

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Meeting and recommended that stockholders approve the Amendments. Each Amendment was included in the 2019 Proxy Materials with the Board's recommendation in favor of it, was voted on at the 2019 Annual Meeting and did not receive the required vote for approval by stockholders. See Exhibit C.

The Proponent has now (only five months after stockholders voted on the Amendments at the 2019 Annual Meeting) resubmitted the Proposal to the Company requesting that it be included in the 2020 Proxy Materials. The Proposal has a resolved clause largely identical to the 2018 Proposal and, as discussed below, was substantially implemented by the actions taken by the Board in connection with the Amendments.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(10) As Substantially Implemented

Rule 14a-8(i)(10) permits a company to exclude a stockholder proposal from its proxy materials if the company has substantially implemented the stockholder proposal. Applying this standard, the Staff has noted that “a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc. (Recon.)* (avail. Mar. 28, 1991).

At the same time, a company need not implement a stockholder proposal in exactly the same manner as set forth by the proponent. In *General Motors Corp. (Seidenberg)* (avail. Mar. 4, 1996), the company observed that the Staff has not required that a company implement the action requested in a stockholder proposal exactly in all details but has been willing to issue no-action letters under the predecessor of Rule 14a-8(i)(10) in situations where the “essential objective” of the stockholder proposal had been satisfied. The company further argued that “[i]f the mootness requirement of paragraph (c)(10) were applied too strictly, the intention of [the rule]—permitting exclusion of ‘substantially implemented’ [stockholder] proposals—could be evaded merely by including some element in the proposal that differs from the registrant's policy or practice.”

The Company has substantially implemented the Proposal for purposes of Rule 14a-8(i)(10) as a result of approving the submission of the Amendments for stockholder approval at the 2019 Annual Meeting and recommending that stockholders approve the Amendments. The Staff has previously concurred with the exclusion of a stockholder proposal requesting that the company remove all supermajority provisions in

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its certificate and bylaws when the company's board of directors submitted such amendments to its stockholders at the prior annual meeting and the stockholders did not remove all of the supermajority voting provisions. The facts in *Walgreen Co.* (avail. Oct. 4, 2012) are very similar to those at issue here:

- 2010 Stockholder Proposal: The proponent submitted to the company a stockholder proposal to be voted on at the 2010 annual meeting requesting that the board take the action necessary to eliminate all supermajority voting requirements from the certificate and bylaws. The stockholder proposal was approved at the 2010 annual meeting.
- 2011 Board Action: The board of directors approved two amendments to the certificate and bylaws that implemented a majority voting standard in place of all of the supermajority voting provisions in the certificate and bylaws. The board also approved submitting the amendments for stockholder approval at the 2011 annual meeting and recommended that stockholders approve the amendments. Stockholders did not approve removing all of the supermajority voting requirements, which meant a supermajority voting provision remained in the certificate.
- 2012 Stockholder Proposal: The proponent submitted a stockholder proposal to be voted on at the 2012 annual meeting requesting that the board take the action necessary to eliminate all supermajority voting requirements from the certificate and bylaws. This stockholder proposal was nearly identical to the stockholder proposal submitted by the proponent for the 2010 annual meeting.

In *Walgreen*, the Staff concurred with exclusion of the 2012 stockholder proposal under Rule 14a-8(i)(10) and noted that “[b]ased on the information you have presented, it appears that Walgreen’s policies, practices, and procedures compare favorably with the guidelines of the proposal and that Walgreen has, therefore, substantially implemented the proposal.” Notably, just as the Amendments failed to receive the necessary stockholder support at the 2019 Annual Meeting despite the Board’s recommendation, so too did Walgreen’s stockholders fail to approve amendments to remove all of the supermajority amendments in spite of similar recommendations from the board. Nonetheless, in recognition of the company’s prior actions and efforts, the Staff granted relief in *Walgreen*. Based on the similar facts at issue here, similar relief is thus warranted. *See also Allegheny Energy, Inc.* (avail. Feb. 14, 2005) (concurring with the exclusion of a stockholder proposal requesting that the board take all action necessary to eliminate all supermajority

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voting requirements when at the prior annual meeting the board submitted those amendments to the certificate but stockholders did not approve all of the amendments).

Granting no-action relief in *Walgreen* and *Allegheny Energy* given each board's actions is also consistent with a long line of no-action letters where the Staff concurred that similar actions by companies and boards implemented stockholder proposals requesting that all necessary action be taken to remove supermajority voting provisions. *See, e.g., AbbVie Inc.* (avail. Feb. 16, 2018); *Eli Lilly and Co.* (avail. Jan. 8, 2018); *Dover Corp.* (avail. Dec. 15, 2017); *Korn/Ferry International* (avail. July 6, 2017) (each granting no-action relief under Rule 14a-8(i)(10) for a stockholder proposal to remove supermajority voting provisions based on company and board action).

Here, the Proposal requests the "Company to take all steps necessary, in compliance with applicable law, to remove the supermajority vote requirements in its Bylaws and Certificate of Incorporation." As discussed above and consistent with *Walgreen* and *Allegheny Energy*, the Company has achieved the Proposal's objective because, with respect to the 2019 Annual Meeting (last year's annual meeting), the Board took all the necessary steps that it could take unilaterally to remove every supermajority standard by approving the submission of the Amendments for stockholder approval at the 2019 Annual Meeting and recommending that stockholders approve the Amendments.

We are aware that in *Alaska Air Group* (avail. Mar. 8, 2002) the Staff was unable to concur with the exclusion of a stockholder proposal that requested that the board take the necessary steps to implement simple majority voting. The company argued that such steps had already been taken in connection with the company's 2001 annual meeting, at which the board submitted a proposal to amend the certificate to delete the supermajority voting provisions therein, which did not receive sufficient stockholder support. Although the Staff did not concur with exclusion, it is notable that the company conceded in its request that its actions in connection with the 2001 meeting would not have amended the company's bylaws (which included a supermajority voting provision). Unlike *Alaska Air*, the Amendments proposed at the 2019 Annual Meeting, if adopted by stockholders, would have removed all supermajority voting provisions from both the Company's Certificate and By-Laws. Thus, by approving the submission of the Amendments for stockholder approval at the 2019 Annual Meeting, the Company has already taken all steps necessary to remove the supermajority vote requirements in its governing documents and therefore substantially implemented the Proposal.

We are also aware of the Staff's decision to not concur with exclusion of a stockholder proposal under Rule 14a-8(i)(10) in *AT&T Inc.* (avail. Jan. 13, 2014) but believe that

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decision is distinguishable. In *AT&T*, the company received a stockholder proposal to be voted on at the 2014 annual meeting requesting that the board undertake such steps necessary to permit written consent by stockholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all stockholders were entitled to vote; per the company's certificate, this amendment required a supermajority vote. Two years earlier, the board approved an amendment to the certificate that implemented the requested written consent provision, submitted the amendment for stockholder approval at the 2012 annual meeting and recommended that stockholders approve the amendment. The amendment was not approved at the 2012 annual meeting. The company later argued that the proposal submitted in 2014 was substantially implemented based on the actions taken by the company in 2012 in connection with the 2012 annual meeting.

In contrast to the two-year gap in *AT&T*, the Proposal was submitted to the Company for the very next annual meeting following the Board implementing the Proposal. As noted above, the Proposal was submitted *just five months* following the 2019 Annual Meeting at which the Amendments were proposed and submitted to stockholder vote. (emphasis added). Thus, unlike in *AT&T*, the Board just took the very action that is requested in the Proposal at the most recent opportunity available (the 2019 Annual Meeting). Moreover, the Board's actions in connection with the 2019 Annual Meeting did exactly what the Proposal requests, "take all steps necessary, in compliance with applicable law, to remove the supermajority vote requirements in its Bylaws and Certificate of Incorporation." The fact that the Amendments did not pass does not mean that the Board did not "take all steps necessary" to implement the changes requested by the Proposal. Requiring the Board to take the very same actions at every annual meeting because the Company's stockholders failed to approve the proposed items (even though the Board recommended stockholder support) would mean "the mootness requirement of [Rule 14a-8(i)(10) is being] applied too strictly" resulting in "the intention of [the rule]—permitting exclusion of 'substantially implemented' [stockholder] proposals—[being] evaded."

Accordingly, the essential objective of the Proposal has been satisfied and, for the reasons set forth above, the Proposal may properly be excluded from the Company's 2020 Proxy Materials under Rule 14a-8(i)(10).

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2020 Proxy Materials.

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We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287 or Bancroft S. Gordon, the Company's Vice President, Assistant General Counsel and Corporate Secretary, at (301) 380-6601.

Sincerely,



Elizabeth A. Ising

Enclosures

cc: Bancroft S. Gordon, Marriott International, Inc.
Brandon Rees, AFL-CIO Reserve Fund

EXHIBIT A

From: Brandon Rees <brees@afcio.org>

Sent: Tuesday, December 10, 2019 5:04 PM

To: Gordon, Bancroft <Bancroft.Gordon@marriott.com>

Subject: AFL-CIO shareholder proposal submission for the 2020 annual meeting

Dear Bancroft:

Please see the attached letter submitting the AFL-CIO Reserve Fund's shareholder proposal for the 2020 annual meeting of Marriott International. As always, we welcome the opportunity to discuss our proposal with you. A printed copy of this correspondence is also being sent by UPS.

Sincerely,

Brandon

Brandon Rees
brees@afcio.org
202-637-5152



AFL-CIO

AMERICA'S UNIONS

**American Federation
of Labor and
Congress of Industrial
Organizations**

815 16th St., NW
Washington, DC 20006
202-637-5000
aflcio.org

December 10, 2019

Marriott International, Inc.
Corporate Secretary Department 52/862
10400 Fernwood Road
Bethesda, Maryland 20817

EXECUTIVE COUNCIL

RICHARD L. TRUMKA
PRESIDENT

ELIZABETH H. SHULER
SECRETARY-TREASURER

TEFERE A. GEBRE
EXECUTIVE VICE PRESIDENT

Michael Sacco
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James Boland
Bruce R. Smith
Lee A. Saunders
Terry O'Sullivan
Lawrence J. Hanley
Loretta Johnson
James Callahan
DeMaurice Smith
Sean McGarvey
J. David Cox Sr.
David Durkee
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Stuart Appelbaum
Harold Daggett
Bhairavi Desai
Paul Rinaldi
Mark Dimondstein
Cindy Estrada
Capt. Timothy Canoll
Sara Nelson
Marc Perrone
Eric Dean
Joseph Sellers Jr.
Christopher Shelton
Lonnie R. Stephenson
Richard Lanigan
Robert Martinez
Gabrielle Carteris
Mark McManus
Elissa McBride
John Samuelsen
George E. McCubbin III
Vonda McDaniel
Gwen Mills
Charles Wowkanech
Bonnie Castillo
Gary Jones
Paul Shearon
Warren Fairley
Ernest A. Logan

Dear Corporate Secretary:

On behalf of the AFL-CIO Reserve Fund (the "Fund"), I write to give notice that pursuant to the 2019 proxy statement of Marriott International, Inc. (the "Company"), the Fund intends to present the attached proposal (the "Proposal") at the 2020 annual meeting of shareholders (the "Annual Meeting"). The Fund requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting.

The Fund is the beneficial owner of 212 shares of Class A Common Stock (the "Shares") of the Company. The Fund has held at least \$2,000 in market value of the Shares for over one year, and the Fund intends to hold at least \$2,000 in market value of the Shares through the date of the Annual Meeting. A letter from the Fund's custodian bank documenting the Fund's ownership of the Shares is enclosed.

The Proposal is attached. I represent that the Fund or its agent intends to appear in person or by proxy at the Annual Meeting to present the Proposal. I declare that the Fund has no "material interest" other than that believed to be shared by stockholders of the Company generally. Please direct all questions or correspondence regarding the Proposal to me at 202-637-5152 or brees@aflcio.org.

Sincerely,

Brandon J. Rees, Deputy Director
Corporations & Capital Markets

Attachments

BJR/sdw
opeiu#2, afl-cio

RESOLVED: Stockholders of Marriott International, Inc. (the “Company”) urge the Company to take all steps necessary, in compliance with applicable law, to remove the supermajority vote requirements in its Bylaws and Certificate of Incorporation.

SUPPORTING STATEMENT

Our Company’s Bylaws and Certificate of Incorporation contain provisions that require the support of two-thirds of all outstanding shares to remove or amend. Because of abstentions and broker non-votes, achieving such a supermajority vote requirement can be difficult to obtain. Many of these corporate governance provisions affect important shareholder rights. For example, the following bylaw provisions can only be amended by a supermajority vote:

- Shareholders cannot remove a director without a two-thirds vote (Section 3.2)
- The Company’s rules pertaining to the nomination of directors (Section 3.13)
- Shareholders cannot call special meetings or act by written consent (Section 9.1)

At the Company’s 2019 annual meeting of stockholders, more than 77% of voting stockholders (For/For + Against) supported the Board of Directors’ proposed amendments to remove supermajority voting requirements from the Company’s Certificate of Incorporation and Bylaws. However, these amendments were not adopted because the Certificate of Incorporation and Bylaws require the approval of the holders of two-thirds of the Company’s outstanding shares. Approximately 62.5% of shares outstanding voted for the proposed amendments.

In light of the close vote at Company’s 2019 annual meeting of stockholders, we believe that the Company should make another attempt to remove the supermajority vote requirements from its Bylaws and Certificate of Incorporation. We note that a majority of shares outstanding (62.5%) and a supermajority of voting shareholders (77%) voted in favor of the proposed amendments in 2019. A second vote may be more successful in achieving the necessary approval of two-thirds of the Company’s outstanding shares if the Company enhances its solicitation efforts.

The Council of Institutional Investors, an association of corporate, public and union employee benefit funds and endowments with combined assets that exceed \$3 trillion, opposes supermajority voting requirements. According to its policies, “A majority vote of common shares outstanding should be sufficient to amend company bylaws or take other action that requires or receives a shareowner vote. Supermajority votes should not be required.”

For these reasons, we urge shareholders to vote FOR this resolution.

30 North LaSalle Street
Chicago, Illinois 60602
312/822-3000



December 10, 2019

Marriott International, Inc.
Corporate Secretary 52/862
10400 Fernwood Road
Bethesda, MD 20817

Dear Company Secretary:

Amalgamated Bank of Chicago, is the record holder of 212 shares of Class A Common Stock (the "Shares") of Marriott International, Inc. beneficially owned by the AFL-CIO Reserve Fund as of December 10, 2019. The AFL-CIO Reserve Fund has continuously held at least \$2,000 in market value of the Shares for over one year as of December 10, 2019. The Shares are held by Amalgamated Bank of Chicago at the Depository Trust Company in our participant account No. 2567.

If you have any questions concerning this matter, please do not hesitate to contact me at (312) 822-3112.

Sincerely,

A handwritten signature in black ink that reads "Mary C. Murray".

Mary C. Murray
Senior Vice President

cc: Brandon J. Rees
Deputy Director, AFL-CIO Corporations & Capital Markets

EXHIBIT B

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Items to be Voted On

- Several avenues to communicate with the Lead Director, the Audit Committee, the non-employee directors or any of the employee directors, including by email or in writing, and the Company reports to the directors on the status of all outstanding concerns addressed to the non-employee directors, the Chair of the Nominating and Corporate Governance Committee or the Audit Committee on a quarterly basis.

In light of these considerations, our Board believes that the Company's Special Meeting Proposal strikes the appropriate balance between enhancing the rights of stockholders and adequately protecting long-term stockholder interests to provide that stockholders who satisfy the 25% ownership threshold and comply with certain additional procedures and limitations have the ability to require the Company to call a special meeting.

For these reasons, the Board opposes this proposal and recommends a vote AGAINST the proposal.

ITEM 6 – Stockholder Resolution Recommending Implementation of a Simple Majority Voting Standard in our Governance Documents

The AFL-CIO Reserve Fund (the "proponent"), 815 16th Street, N.W., Washington, D.C. 20006 (owner of 188 shares of our Class A common stock), has advised the Company that it plans to present the following proposal at the annual meeting. If properly presented at the annual meeting by or on behalf of the proponent, the Board of Directors unanimously recommends a vote "AGAINST" the following stockholder resolution. We have included the proponent's proposal in this proxy statement pursuant to SEC rules, and the Board's response to it follows. The proponent's proposal contains assertions about the Company or other statements that we believe are incorrect. We have not attempted to refute all inaccuracies.

The Proponent's Proposal

ITEM 6 – Simple Majority Vote

RESOLVED, Shareowners of Marriott International, Inc. (the "Company") urge the Company to take all steps necessary, in compliance with applicable law, to remove the supermajority vote requirements in its bylaws and Certificate of Incorporation.

Supporting Statement

Our Company historically has been a family-owned company with a high percentage of shares held by insiders. Then in September 2016, our Company merged with Starwood Hotels to form one of the world's largest hotel companies. After this merger, the percentage of our Company's shares held by public investors increased significantly. Accordingly, we believe that our Company should follow best practices in corporate governance for public companies.

Our Company's bylaws and Certificate of Incorporation contain provisions that require the support of two-thirds of all outstanding shares to remove or amend. Because of abstentions and broker non-votes, achieving such a supermajority vote requirement can be difficult to obtain. Many of these corporate governance provisions affect important shareholder rights. For example, the following bylaw provisions can only be amended by a supermajority vote:

- Shareholders cannot remove a director without a two-thirds vote (Section 3.2)
- The Company's rules pertaining to the nomination of directors (Section 3.13)
- Shareholders cannot call special meetings or act by written consent (Section 9.1)

The Council of Institutional Investors, an association of corporate, public and union employee benefit funds and endowments with combined assets that exceed \$3 trillion, opposes supermajority voting requirements. According to its policies, "A majority vote of common shares outstanding should be sufficient to amend company bylaws or take other action that requires or receives a shareowner vote. Supermajority votes should not be required."

For these reasons, we urge shareholders to vote FOR this resolution.

Board Response

The Board will oppose this proposal if it is properly presented at the 2018 annual meeting and recommends a vote AGAINST this proposal for the following reasons:

The Board recommends that stockholders vote “AGAINST” this proposal for a number of reasons, as discussed below. After careful consideration, the Board has determined that adopting this proposal would not serve to enhance stockholder value and, therefore, it is not in the best interests of the Company or its stockholders. The Board also notes that, at each of the 2014, 2015 and 2016 annual meetings, stockholders considered and rejected virtually identical stockholder proposals. The Board believes that the lack of majority support for the proposal reflects a strong sentiment among stockholders that the proposal is not appropriate for the Company.

Voting Thresholds.

A majority of votes cast is already the voting standard for electing the Company’s directors in uncontested director elections under the Company’s existing Certificate and Bylaws (collectively, the “Governance Documents”). The approval of 66 2/3% of outstanding shares is required under the Governance Documents only for certain fundamental changes to the Company’s corporate governance, including the removal of directors, certain amendments to the Governance Documents, certain transactions with “Interested Stockholders” (described below) and the approval of certain fundamental corporate changes such as a merger, consolidation, or sale of substantially all of the assets of the Company.

Benefit to Stockholders of Supermajority Provisions.

Delaware law permits companies to adopt supermajority voting requirements, and a number of publicly-traded companies have adopted these provisions to preserve and maximize long-term value for all stockholders. Supermajority voting requirements on fundamental corporate matters help to protect stockholders against self-interested and potentially abusive transactions proposed by certain stockholders who may seek to advance their interests over the interests of the majority of the Company’s stockholders. For example, if the stockholder proposal were implemented, certain transactions between the Company and “Interested Stockholders” (which include stockholders who beneficially own, and affiliates of the Company that at any time in the two years preceding such a transaction have beneficially owned, at least 25% of the voting power of the Company’s stock) could be approved by only a majority of votes cast. The Board believes that the current supermajority voting standard is preferable because it would encourage Interested Stockholders to negotiate transaction terms that take into account the interests of all of the Company’s stockholders and that do not sacrifice the long-term success of the Company for short-term benefits.

Marriott has an Excellent Corporate Governance Structure.

The Company’s Board is firmly committed to good corporate governance and has adopted a wide range of practices and procedures that promote effective Board oversight, and the Company has earned a reputation as being a leader in this area. The Board believes that the corporate governance concerns raised by the proponent are misplaced. Some of the Company’s progressive governance policies and practices include the following:

- directors are elected annually by a majority of votes cast in uncontested elections;
- the Nominating and Corporate Governance Committee evaluates each director each year and makes a recommendation to the Board on the nomination of each for election;
- the Board has appointed an independent Lead Director who also chairs our Nominating and Corporate Governance Committee and presides over regular executive sessions and other meetings of the independent directors on the Board;
- in March 2012, the Board separated the positions of Chairman and Chief Executive Officer;
- the Board established a mandatory retirement age of 72 for all directors except for Mr. Marriott;
- the Company did not renew a stockholder rights plan (also known as a poison pill) when it expired in 2008;
- the Company amended its Bylaws in 2017 to provide a market-standard proxy access right to stockholders.

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Items to be Voted On

In addition, the Company's commitment to corporate governance has been recognized by independent third parties, including by *Corporate Secretary* Magazine, which named the Company a finalist in the category of "Governance Team of the Year (large cap)" in 2016, and by the Ethisphere Institute, which named Marriott among the "World's Most Ethical Companies" in 2018, for the eleventh year.

Consistent with its current practice, the Board will continue to evaluate the future implementation of appropriate corporate governance changes. However, for the reasons discussed above, the Board does not believe it is in the best interests of stockholders or the Company to implement the stockholder proposal's request for the lowest possible voting thresholds on all matters on which stockholders vote.

For these reasons, the Board opposes this proposal and recommends a vote AGAINST the proposal.

**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 4, 2018

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.)

10400 Fernwood Road, Bethesda, Maryland
(Address of principal executive offices)

20817
(Zip Code)

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

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

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 5.07. Submission of Matters to a Vote of Security Holders

On May 4, 2018, Marriott International, Inc. (“Marriott”) held its Annual Meeting of Stockholders. Marriott’s stockholders voted on the items outlined in the 2018 Proxy Statement (“Proxy Statement”), filed with the Securities and Exchange Commission on April 4, 2018, as follows:

1. Marriott’s stockholders elected 14 director nominees named in the Proxy Statement with the following votes:

NOMINEE	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
J.W. Marriott, Jr.	2,786,274,910	32,403,440	6,809,520	373,776,210
Mary K. Bush	2,791,429,560	25,281,330	8,776,980	373,776,210
Bruce W. Duncan	2,789,522,300	27,438,630	8,526,940	373,776,210
Deborah M. Harrison	2,790,964,030	25,639,910	8,883,930	373,776,210
Frederick A. Henderson	2,804,934,490	10,944,700	9,608,680	373,776,210
Eric Hippeau	2,774,982,300	39,521,630	10,983,940	373,776,210
Lawrence W. Kellner	2,740,510,310	75,214,620	9,762,940	373,776,210
Debra L. Lee	2,763,459,470	53,035,490	8,992,910	373,776,210
Aylwin B. Lewis	2,807,171,050	9,140,990	9,175,830	373,776,210
George Muñoz	2,754,066,850	61,887,350	9,533,670	373,776,210
Steven S Reinemund	2,785,662,660	30,193,490	9,631,720	373,776,210
W. Mitt Romney	2,795,371,620	20,627,650	9,488,600	373,776,210
Susan C. Schwab	2,794,184,260	22,283,110	9,020,500	373,776,210
Arne M. Sorenson	2,796,279,130	21,564,820	7,643,920	373,776,210

2. Marriott’s stockholders ratified the appointment of Ernst & Young LLP as Marriott’s independent registered public accounting firm for fiscal year 2018 with the following votes:

FOR	AGAINST	ABSTAIN
3,148,158,400	43,168,940	7,936,740

3. Marriott’s stockholders approved the advisory resolution on the compensation of Marriott’s named executive officers with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
2,737,046,310	63,575,050	24,866,510	373,776,210

4. Marriott’s stockholders voted against amending Marriott’s Certificate of Incorporation and Bylaws to provide holders of 25% of Company stock the right to call special meetings (this item required approval of 66 2/3rds of the voting power of the shares outstanding) with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
2,061,434,130	669,870,180	94,183,560	373,776,210

5. Marriott’s stockholders voted against a stockholder resolution to allow holders of 15% of Marriott stock to call special meetings with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
971,362,530	1,836,311,840	17,813,500	373,776,210

6. Marriott's stockholders voted in favor of a stockholder resolution to implement simple majority voting in Marriott's Governance Documents with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
1,832,780,770	974,384,240	18,322,860	373,776,210

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 10, 2018

By: /s/ Bancroft S. Gordon

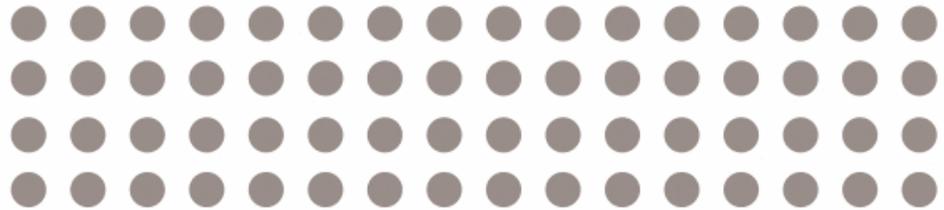
Bancroft S. Gordon

Vice President, Senior Counsel and Corporate Secretary

EXHIBIT C



2019



Proxy Statement
Notice of Annual Meeting of Stockholders
Friday, May 10, 2019



ITEM 3 – Advisory Vote to Approve Executive Compensation

We are asking stockholders to approve a non-binding advisory resolution on the compensation of our Named Executive Officers (“NEOs”), as disclosed in this proxy statement.

Although the resolution, commonly referred to as a “say-on-pay” resolution, is non-binding, the Board and Compensation Policy Committee value your opinions and will consider the outcome of the vote when making future compensation decisions. After consideration of the vote of stockholders at the 2017 annual meeting of stockholders and consistent with the Board’s recommendation, the Board’s current policy is to hold an advisory vote on executive compensation on an annual basis, and accordingly, after the 2019 annual meeting, the next advisory vote on the compensation of our NEOs is expected to occur at our 2020 annual meeting of stockholders.

We urge you to read the Compensation Discussion and Analysis (“CD&A”) beginning on page 37 of this proxy statement, which describes in detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation Table and other related compensation tables and narrative, appearing on pages 49 through 63 which provide detailed information on the compensation of our NEOs.

The Board believes that our current executive compensation program achieves an appropriate balance of long- and short-term performance incentives, reinforces the link between executive pay and the Company’s long-term performance and stock value, and thereby aligns the interests of our NEOs with those of our stockholders.

In accordance with Section 14A of the Exchange Act, and as a matter of good corporate governance, we are asking stockholders to approve the following advisory resolution at the 2019 annual meeting:

RESOLVED, that the stockholders of Marriott International, Inc. (the “Company”) approve, on an advisory basis, the compensation of the Company’s Named Executive Officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in the Proxy Statement for the Company’s 2019 Annual Meeting of Stockholders.

The Board recommends that you vote FOR approval of the advisory resolution to approve executive compensation.

ITEM 4 – Approval of Proposed Amendments to our Restated Certificate of Incorporation and Bylaws to Remove Supermajority Voting Standards

The Certificate and Bylaws currently require the approval of the holders of 66 2/3% of the Company’s outstanding shares for certain fundamental changes to the Company’s corporate governance. This Item 4 is a result of the Board’s ongoing review of our corporate governance practices and a non-binding stockholder proposal to remove these supermajority voting requirements that received support from a majority of the votes cast at the Company’s 2018 Annual Meeting. After considering corporate governance best practices for our stockholders, balancing the competing interests discussed below and taking into account last year’s stockholder vote, the Board has approved resolutions declaring it advisable to amend the Certificate and, subject to the filing and effectiveness of a certificate of amendment setting forth certain amendments to the Certificate (as described below) approved by the stockholders, the Bylaws to eliminate each voting requirement that calls for a supermajority vote and make certain related amendments (the “Proposed Amendments”). The Proposed Amendments are set forth in Items 4(a) to 4(e) below, which will be voted on separately. The vote required to approve each of the Proposed Amendments is discussed in each Item. Approval of any Item is not conditioned upon approval of the other Items.

Purpose and Effect of the Proposed Amendments

The Board continually evaluates the implementation of appropriate corporate governance measures. In this regard, the Board has evaluated the Company’s voting requirements in the past and has consistently determined that the retention of a supermajority vote standard for certain fundamental changes to the Company’s corporate governance was the best way to protect the interests of all stockholders. The Board believes that fundamental changes to corporate governance should have the support of a broad consensus of all stockholders. However, if the Proposed Amendments are approved, a relatively small number of stockholders could enact significant corporate changes that benefit only a

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Items to be Voted On

narrow group of stockholders. Supermajority voting requirements on fundamental corporate matters also help protect stockholders against self-interested and potentially abusive transactions proposed by certain stockholders who may seek to advance their interests over the interests of the majority of the Company's stockholders. For example, if Item 4(e) below is implemented, certain transactions between the Company and "Interested Stockholders" (as defined in the Certificate, which include stockholders who beneficially own, and affiliates of the Company that at any time in the two years preceding such a transaction have beneficially owned, at least 25% of the voting power of the Company's Voting Stock) could be approved by only a majority vote. In contrast, the current supermajority voting standard could encourage Interested Stockholders to negotiate transaction terms that take into account the interests of all of the Company's stockholders and that do not sacrifice the long-term success of the Company for short-term benefits.

On the other hand, the Board is aware that certain stockholders and institutions disagree. These entities generally argue that a majority vote should be sufficient for any corporate action requiring stockholder approval, regardless of the considerations outlined above. This Item 4 reflects the Board's determination to acknowledge, and address, that difference in perspective.

Overview of Proposed Amendments

Our Certificate currently contains supermajority voting requirements for the removal of directors with or without cause, for stockholders to amend certain articles in the Certificate, for stockholders to amend certain sections of the Bylaws, for the approval of certain transactions and for the approval of certain business combinations. Our Bylaws currently contain supermajority voting requirements for the removal of directors with or without cause and for stockholders to amend certain sections of the Bylaws. More information on the Proposed Amendments to remove the supermajority voting standards in these provisions is set forth in the descriptions of Items 4(a) through 4(e) below.

Item 4(a): Amendments to Remove the Supermajority Voting Standard for the Removal of Directors

Description of Amendment. Currently, the fourth paragraph of Article EIGHTH of the Certificate and the last sentence of Section 3.2 of Article III of the Bylaws provide that a director can be removed from office, with or without cause, only by the affirmative vote of the holders of at least 66 2/3% of the voting power of all the shares of the Company entitled to vote generally in the election of directors, voting together as a single class. This Item 4(a) requests that stockholders approve an amendment to delete the supermajority voting requirement for the removal of directors in (i) the fourth paragraph of Article EIGHTH of the Certificate and (ii) subject to the filing and effectiveness of a certificate of amendment setting forth the proposed amendment to the Certificate described in clause (i), the last sentence of Section 3.2 of Article III of the Bylaws. As a result of the amendments, the voting standard set forth in the General Corporation Law of the State of Delaware (the "DGCL") would apply to the removal of directors, which would require approval of the holders of a majority of shares outstanding and entitled to vote at an election of directors.

Vote Required to Approve. Under the Certificate and Bylaws, the affirmative vote of the holders of at least 66 2/3% of the voting power of all the shares of the Company entitled to vote generally in the election of directors, voting together as a single class, is required to approve the amendments set forth in this Item 4(a).

Item 4(b): Amendments to Remove the Supermajority Voting Standards for Future Amendments to the Certificate Approved by Our Stockholders

Description of Amendments. Currently, the Certificate states that the affirmative vote of the holders of at least 66 2/3% of the voting power of all the shares of the Company entitled to vote generally in the election of directors, voting together as a single class, is required to alter, amend or adopt any provision inconsistent with or repeal the following Articles of the Certificate:

- the fourth paragraph of Article EIGHTH addressing removal of directors;
- Article THIRTEENTH requiring that any stockholder action be effected only at a duly called annual or special meeting of stockholders and may not be effected by any consent in writing by stockholders, and that special meetings of stockholders of the Company be called only by the Board pursuant to a resolution approved by a majority of the entire Board;
- Article FOURTEENTH authorizing the Board to make, alter, amend and repeal the Bylaws, except in certain situations (as described in Item 4(c) below); and
- Article FIFTEENTH addressing certain business combinations (as described in Item 4(e) below).

This Item 4(b) requests that stockholders approve amendments to the Certificate to delete the last sentence in the fourth paragraph of Article EIGHTH, the last sentence in Article THIRTEENTH, the last sentence in Article FOURTEENTH and the last sentence in Article FIFTEENTH of the Certificate. As a result of such amendments, the voting standard set forth in the DGCL would apply, which would mean that future amendments to these articles in the Certificate would require approval by the holders of a majority of shares outstanding and entitled to vote thereon.

Vote Required to Approve. Under the Certificate, the affirmative vote of the holders of at least 66 2/3% of the voting power of all the shares of the Company entitled to vote generally in the election of directors, voting together as a single class, is required to approve the amendments set forth in this Item 4(b).

Item 4(c): Amendments to Remove the Requirement for a Supermajority Stockholder Vote for Future Amendments to Certain Bylaw Provisions

Description of Amendments. Currently, pursuant to Article FOURTEENTH of the Certificate and Section 8.1 of Article VIII of the Bylaws, the affirmative vote of the holders of at least 66 2/3% of the voting power of all the shares of the Company entitled to vote generally in the election of directors, voting together as a single class, is required in order to alter, amend or repeal or adopt a provision inconsistent with the following provisions in the Bylaws:

- Sections 3.1, 3.2 and 3.13 of Article III addressing annual elections, director removal and nomination of directors, respectively;
- Article VIII, which sets forth in the Bylaws the supermajority vote requirement for the specific Bylaw amendments discussed in this Item; and
- Article IX, which requires that any stockholder action may be effected only at a duly called annual or special meeting of stockholders.

This Item 4(c) requests that stockholders approve amendments to (i) Article FOURTEENTH of the Certificate and (ii) subject to the filing and effectiveness of a certificate of amendment setting forth the proposed amendment to the Certificate described in clause (i), Section 8.1 of Article VIII of the Bylaws, to remove the requirements that a supermajority stockholder vote approve future amendments to Sections 3.1, 3.2, and 3.13 of Article III, Article VIII and Article IX of the Bylaws. If approved, future amendments to these sections of the Bylaws could be approved either by the holders of a majority of the outstanding shares represented and entitled to vote at a meeting of stockholders called for the purpose of amending the Bylaws, or by the Board acting unilaterally.

Vote Required to Approve. Under the Certificate and the Bylaws, the affirmative vote of the holders of at least 66 2/3% of the voting power of all the shares of the Company entitled to vote generally in the election of directors, voting together as a single class, is required to approve the Certificate and Bylaw amendments addressed in this Item 4(c).

Item 4(d): Amendment to Remove the Requirement for a Supermajority Stockholder Vote for Certain Transactions

Description of Amendment. Currently, Article TWELFTH of the Certificate states that the affirmative vote of the holders of shares representing not less than 66 2/3% of the voting power of the Company will be required for the approval of any proposal for the Company to engage in certain significant transactions, including a reorganization, merger, or consolidation with any other company, or sale, lease, or an exchange of substantially all of the assets or business of the Company. The last sentence in Article TWELFTH further states that the affirmative vote of the holders of shares representing at least 66 2/3% of the voting power of the Company is required to alter, amend or adopt any provision inconsistent with or repeal Article TWELFTH. This Item 4(d) requests that stockholders approve an amendment to delete the entire Article TWELFTH so that the default voting standard in the DGCL, if any, will apply to the transactions described above. As a result, such transactions that must be approved by stockholders pursuant to the DGCL generally would require the approval of the holders of a majority of the outstanding shares. For example, mergers and consolidations that must be approved by stockholders would require the approval of the holders of a majority of the outstanding shares entitled to vote thereon. However, consistent with the DGCL, other mergers would not require a vote of stockholders. For example, the DGCL provides that stockholders need not approve certain short-form mergers, holding company reorganization mergers, certain mergers involving the issuance of less than 20% of the company's stock and certain back-end mergers following a successful tender offer.

Vote Required to Approve. Under the Certificate, the affirmative vote of the holders of shares representing at least 66 2/3% of the voting power of the Company is required to approve the amendment set forth in this Item 4(d).

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Items to be Voted On

Item 4(e): Amendment to Remove the Supermajority Voting Standard for Certain Business Combinations

Description of Amendment. Currently, Article FIFTEENTH of the Certificate states that, in addition to any affirmative vote required by law, the affirmative vote of the holders of at least 66 2/3% of the voting power of all the shares of the Company entitled to vote generally in the election of directors, voting together as a single class, is required for the approval of certain transactions with any Interested Stockholder (as defined in the Certificate, which includes any direct or indirect beneficial owner of more than 25% of the voting power of the Company's outstanding Voting Stock). Covered transactions include any merger or consolidation, any sale or other disposition of assets of the Company having an aggregate fair market value of \$15 million or more, issuance of any securities of the Company to any Interested Stockholder having an aggregate fair market value of \$15 million or more, adoption of any plan or proposal for the liquidation or dissolution of the Company proposed by the Interested Stockholder or any reclassification of securities or recapitalization of the Company or any merger or consolidation (whether or not with or into or otherwise involving the Interested Stockholder) that has the effect of increasing the proportionate share of the outstanding shares owned by the Interested Stockholder. This Item 4(e) requests that stockholders approve an amendment to replace the reference to "66 2/3%" in the business combination provision in Article FIFTEENTH with "a majority." As a result of the amendment, as set forth in the Certificate, certain business combinations (as defined in the Certificate) with an Interested Stockholder would require approval of the holders of a majority of shares outstanding and entitled to vote at an election of directors.

Vote Required to Approve. Under the Certificate, the affirmative vote of the holders of at least 66 2/3% of the voting power of all the shares of the Company entitled to vote generally in the election of directors, voting together as a single class, is required to approve the amendment set forth in this Item 4(e).

Additional Information

The full text of the Proposed Amendments, in each case marked to show the proposed deletions and insertions, is set forth in Exhibit B to this Proxy Statement. The general description of provisions of our Certificate and Bylaws and the Proposed Amendments set forth herein are qualified in their entirety by reference to the text of Exhibit B. You can find a copy of our Certificate and our Bylaws in the Investor Relations section of the Company's website (<https://marriott.gcs-web.com>) by clicking on "Governance" and then "Documents & Charters."

If stockholders approve any of the Proposed Amendments by the requisite vote, we will file a Certificate of Amendment that includes only those amendments that were approved by the stockholders with the Secretary of State of the State of Delaware following the annual meeting. The Certificate of Amendment and any corresponding Bylaw amendments that are approved will become effective upon acceptance of the filing by the Secretary of State of the State of Delaware. For any Proposed Amendment that does not receive the requisite vote, that Proposed Amendment will not be implemented and the Company's current voting standards relating to such Proposed Amendment will remain in place.

The Board unanimously recommends that stockholders vote FOR the approval of each of the amendments set forth in each of the items above to remove the supermajority voting standards contained in the Certificate and Bylaws.

ITEM 5 – Stockholder Resolution Recommending That Stockholders Be Allowed to Act by Written Consent

Myra K. Young (the "proponent") of 9295 Yorkship Ct, Elk Grove, CA 95758 (the beneficial owner of 75 shares of our Class A common stock), has advised the Company that she plans to present the following proposal at the annual meeting. If properly presented at the annual meeting by or on behalf of the proponent, the Board of Directors unanimously recommends a vote "AGAINST" the following stockholder resolution. We have included the proponent's proposal in this proxy statement pursuant to SEC rules, and the Board's response to it follows.

The Proponent's Proposal

Proposal 5 – Right to Act by Written Consent

Resolved, Marriott International ("Marriott" or "Company") shareholders request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to be consistent with applicable law and consistent with giving shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any topic for written consent consistent with applicable law.

**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 10, 2019

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.)

10400 Fernwood Road, Bethesda, Maryland
(Address of principal executive offices)

20817
(Zip Code)

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

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Class A Common Stock, \$0.01 par value	MAR	Nasdaq Global Select Market Chicago Stock Exchange

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

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 5.07. Submission of Matters to a Vote of Security Holders.

On May 10, 2019, Marriott International, Inc. (“Marriott”) held its Annual Meeting of Stockholders. Marriott’s stockholders voted on the items outlined in the 2019 Proxy Statement (“Proxy Statement”), filed with the Securities and Exchange Commission on April 10, 2019, as follows:

1. Marriott’s stockholders elected 14 director nominees named in the Proxy Statement with the following votes:

NOMINEE	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
J.W. Marriott, Jr.	2,612,827,656	102,274,343	3,965,192	366,779,000
Mary K. Bush	2,503,284,535	210,688,655	5,094,001	366,779,000
Bruce W. Duncan	2,601,119,842	109,786,522	8,160,827	366,779,000
Deborah M. Harrison	2,615,734,136	99,077,313	4,255,742	366,779,000
Frederick A. Henderson	2,620,510,968	91,515,973	7,040,250	366,779,000
Eric Hippeau	2,673,622,889	36,413,668	9,030,634	366,779,000
Lawrence W. Kellner	2,563,802,788	148,678,888	6,585,515	366,779,000
Debra L. Lee	2,595,812,504	117,384,469	5,870,218	366,779,000
Aylwin B. Lewis	2,627,745,727	82,066,166	9,255,298	366,779,000
Margaret M. McCarthy	2,600,678,030	111,240,659	7,148,502	366,779,000
George Muñoz	2,585,177,021	128,246,300	5,643,870	366,779,000
Steven S Reinemund	2,588,292,737	123,802,369	6,972,085	366,779,000
Susan C. Schwab	2,619,347,522	94,309,885	5,409,784	366,779,000
Arne M. Sorenson	2,692,715,255	22,005,778	4,346,158	366,779,000

2. Marriott’s stockholders ratified the appointment of Ernst & Young LLP as Marriott’s independent registered public accounting firm for fiscal year 2019 with the following votes:

FOR	AGAINST	ABSTAIN
3,038,652,821	41,089,510	6,103,860

3. Marriott’s stockholders approved the advisory resolution on the compensation of Marriott’s named executive officers with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
2,649,780,990	47,723,728	21,562,473	366,779,000

4. Marriott’s stockholders did not approve proposed amendments to Marriott’s Restated Certificate of Incorporation and Bylaws to remove supermajority voting standards. The proposed amendments are listed in Items 4(a) through 4(e) below. Approval of each of these items required 66 and 2/3rds of the voting power of the shares outstanding.

4(a). Marriott’s stockholders did not approve amendments to remove the supermajority voting standard for the removal of directors with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
2,105,739,709	601,708,320	11,619,162	366,779,000

4(b). Marriott's stockholders did not approve amendments to remove the supermajority voting standards for future amendments to the Certificate approved by Marriott stockholders with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
2,103,519,113	603,117,574	12,430,504	366,779,000

4(c). Marriott's stockholders did not approve amendments to remove the requirement for a supermajority stockholder vote for future amendments to certain Bylaw provisions with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
2,102,314,551	605,017,001	11,735,639	366,779,000

4(d). Marriott's stockholders did not approve the amendment to remove the requirement for a supermajority stockholder vote for certain transactions with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
2,101,486,154	605,257,022	12,324,015	366,779,000

4(e). Marriott's stockholders did not approve the amendment to remove the supermajority voting standard for certain business combinations with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
2,103,137,728	604,283,924	11,645,539	366,779,000

5. Marriott's stockholders did not approve a stockholder resolution recommending that stockholders be allowed to act by written consent with the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
1,264,315,284	1,438,108,607	16,643,300	366,779,000

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 15, 2019

By: /s/ Bancroft S. Gordon

Bancroft S. Gordon

Vice President, Assistant General Counsel and Corporate Secretary