

# HYATT HOTELS CORP

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 06/28/13

Address	71 SOUTH WACKER DRIVE 12TH FLOOR CHICAGO, IL 60606
Telephone	(312) 750-1234
CIK	0001468174
Symbol	H
SIC Code	7011 - Hotels and Motels
Industry	Hotels & Motels
Sector	Services
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**HYATT HOTELS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-1480589**  
(I.R.S. Employer  
Identification No.)

**71 South Wacker Drive, 12th Floor  
Chicago, Illinois 60606  
(312) 750-1234**  
(Address of Principal Executive Offices)

**SECOND AMENDED AND RESTATED  
HYATT HOTELS CORPORATION LONG-TERM INCENTIVE PLAN**  
(Full title of the plan)

**Mark S. Hoplamazian  
President and Chief Executive Officer  
Hyatt Hotels Corporation  
71 South Wacker Drive, 12th Floor  
Chicago, Illinois 60606**  
(Name and address of agent for service)

**(312) 750-1234**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Michael A. Pucker, Esq.  
Cathy A. Birkeland, Esq.  
Latham & Watkins LLP  
233 S. Wacker Drive, Suite 5800  
Chicago, Illinois 60606  
(312) 876-7700**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A common stock, par value \$0.01 per share	5,000,000 shares	\$38.49	\$192,450,000	\$26,250.18

(1) This Registration Statement registers 5,000,000 shares of Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), of Hyatt Hotels Corporation (the "Company") for issuance pursuant to the Second Amended and Restated Hyatt Hotels

Corporation Long-Term Incentive Plan (the “Plan”).

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of the Company’s Class A Common Stock that may become issuable under the Plan by reason of any substitutions or adjustments to shares to account for any change in corporate capitalization, such as a merger, consolidation, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off, or other distribution of stock or property of the Company, combination or exchange of shares of Class A Common Stock, dividend in kind, or other like change in capital structure.

- (2) Pursuant to Rule 457(h) of the Securities Act, the Proposed Maximum Offering Price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and low market prices for the Class A Common Stock reported on the New York Stock Exchange (the “NYSE”) on June 21, 2013 (\$38.49).
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## EXPLANATORY NOTE

The Company previously registered an aggregate 9,347,307 shares of its Class A Common Stock issuable under the Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan. On April 3, 2013, the Company's Board of Directors adopted the Plan and increased the authorized number of shares under the Plan from 9,375,000 to 14,375,000, which the Company's stockholders approved on June 10, 2013. This Registration Statement is being filed pursuant to General Instruction E to Form S-8 to register such additional shares of Class A Common Stock which may be issued under the Plan.

The contents of the registration statement on Form S-8 (File No. 333-163668) previously filed with the Securities and Exchange Commission by the Company and relating to the registration of shares of Class A Common Stock for issuance under the Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan are hereby incorporated by reference into this Registration Statement in accordance with General Instruction E to Form S-8.

### PART I

**Item 1. Plan Information**

Not required to be filed with this Registration Statement.

**Item 2. Registrant Information and Employee Plan Annual Information**

Not required to be filed with this Registration Statement.

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## PART II

### Item 3. Incorporation of Documents by Reference

Not required to be filed with this Registration Statement.

### Item 4. Description of Securities

Not required to be filed with this Registration Statement.

### Item 5. Interests of Named Experts and Counsel

Not required to be filed with this Registration Statement.

### Item 6. Indemnification of Directors and Officers

Not required to be filed with this Registration Statement.

### Item 7. Exemption from Registration Claimed

Not required to be filed with this Registration Statement.

### Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Second Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan, dated as of April 3, 2013 (filed as Appendix A to Schedule 14A filed on April 22, 2013 and incorporated herein by reference).
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included in the signature pages hereto).

### Item 9. Undertakings

Not required to be filed with this Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Chicago, Illinois, on June 28, 2013.

**HYATT HOTELS CORPORATION**

By: /s/ Mark S. Hoplamazian  
Mark S. Hoplamazian  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints Mark S. Hoplamazian and Gebhard F. Rainer, and each acting alone, his or her true and lawful attorneys-in-fact and agents, with full power of resubstitution and substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments or supplements to this Registration Statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in their respective capacities with Hyatt Hotels Corporation and on the dates indicated.

<u>Signatures</u>	<u>Titles</u>	<u>Date</u>
<u>/s/ Mark S. Hoplamazian</u> Mark S. Hoplamazian	President and Chief Executive Officer (Principal Executive Officer)	June 28, 2013
<u>/s/ Gebhard F. Rainer</u> Gebhard F. Rainer	Chief Financial Officer (Principal Financial Officer)	June 28, 2013
<u>/s/ Bradley O'Bryan</u> Bradley O'Bryan	Senior Vice President, Corporate Controller (Principal Accounting Officer)	June 28, 2013
<u>/s/ Thomas J. Pritzker</u> Thomas J. Pritzker	Executive Chairman of the Board of Directors	June 28, 2013
<u>/s/ Richard A. Friedman</u> Richard A. Friedman	Director	June 28, 2013
<u>/s/ Susan D. Kronick</u> Susan D. Kronick	Director	June 28, 2013
<u>/s/ Mackey J. McDonald</u> Mackey J. McDonald	Director	June 28, 2013
<u>/s/ Cary D. Mcmillan</u> Cary D. McMillan	Director	June 28, 2013
<u>/s/ Gregory B. Penner</u> Gregory B. Penner	Director	June 28, 2013

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<u>/s/ Michael A. Rocca</u> Michael A. Rocca	Director	June 28, 2013
<u>/s/ Bryon D. Trott</u> Byron D. Trott	Director	June 28, 2013
<u>/s/ Richard C. Tuttle</u> Richard C. Tuttle	Director	June 28, 2013
<u>/s/ James W. Wooten, Jr.</u> James W. Wooten, Jr.	Director	June 28, 2013



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## LIST OF EXHIBITS

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4.1	Second Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan, dated as of April 3, 2013 (filed as Appendix A to Schedule 14A filed on April 22, 2013 and incorporated herein by reference).
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included in the signature pages hereto).

233 S. Wacker Drive, Suite 5800  
 Chicago, Illinois 60606  
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**LATHAM & WATKINS** LLP

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Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.

June 28, 2013

Hyatt Hotels Corporation  
 71 South Wacker Drive, 12<sup>th</sup> Floor  
 Chicago, IL 60606

Re: Registration Statement on Form S-8  
with respect to 5,000,000 shares of  
Class A Common Stock, par value \$0.01 per share

Ladies and Gentlemen:

We have acted as counsel to Hyatt Hotels Corporation, a Delaware corporation (the “Company”), in connection with the proposed issuance of up to 5,000,000 shares of Class A common stock, par value \$0.01 per share (the “Shares”), pursuant to the Second Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan (the “Plan”). The Shares are included in the registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Act”), filed with the Securities and Exchange Commission (the “Commission”) on June 28, 2013 (the “Registration Statement”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipient, and have been issued by the Company in the manner contemplated by the Plan, as applicable, including the receipt of payment for such Shares in an amount in cash or other legal consideration of not less than the aggregate par value for such Shares, the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable.

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June 28, 2013

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**LATHAM & WATKINS**<sup>LLP</sup>

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements of Hyatt Hotels Corporation and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting dated February 13, 2013, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2012.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois  
June 28, 2013