

# HYATT HOTELS CORP

## FORM 8-K

(Current report filing)

Filed 04/15/13 for the Period Ending 04/15/13

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 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): April 15, 2013**

---

**HYATT HOTELS CORPORATION**

(Exact name of registrant as specified in its charter)

---

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

**001-34521**  
(Commission  
File Number)

**20-1480589**  
(IRS Employer  
Identification No.)

**71 South Wacker Drive, 12th Floor**  
**Chicago, IL**  
(Address of principal executive offices)

**60606**  
(Zip Code)

**Registrant's telephone number, including area code: (312) 750-1234**

**Former name or former address, if changed since last report: Not Applicable**

---

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 2.04: Triggering Events that Accelerate or Increase a Direct or Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

To the extent required by Item 2.04 of Form 8-K, the information contained or incorporated in Item 8.01 of this Form 8-K is incorporated by reference in this Item 2.04.

**Item 8.01: Other Events.**

On April 15, 2013, Hyatt Hotels Corporation (the “Company”) issued a press release announcing that on May 10, 2013, it will redeem all of the Company’s outstanding 5.750% Senior Notes due 2015 (the “Notes”), of which an aggregate principal amount of \$250,000,000 is currently outstanding. Holders of the Notes have been provided notice of the redemption by the trustee for the Notes.

In accordance with the terms of the Notes, the redemption price, as calculated by the Quotation Agent (as defined in the indenture governing the Notes), will be \$281,189,097.22. The redemption price is equal to the sum of the present values of the remaining scheduled payments of principal and interest on the Notes from May 10, 2013 to August 15, 2015 (except for accrued but unpaid interest) discounted to May 10, 2013 on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the indenture governing the Notes), plus 50 basis points, plus accrued but unpaid interest on the Notes to, but not including, May 10, 2013.

The press release and notice of redemption to the holders of the Notes are filed as Exhibit 99.1 and Exhibit 99.2 hereto, respectively, and are incorporated herein by reference.

**Item 9.01: Financial Statements and Exhibits.**

(d) Exhibits .

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Press release of the Company, dated April 15, 2013.
99.2	Notice of Redemption to Holders.

---

SIGNATURES

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 thereunto duly authorized.

**Hyatt Hotels Corporation**

Date: April 15, 2013

By: /s/ Gebhard F. Rainer

Gebhard F. Rainer

Executive Vice President, Chief Financial Officer

---

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	Press release of the Company, dated April 15, 2013.
99.2	Notice of Redemption to Holders.

## Hyatt To Redeem Senior Notes due 2015

CHICAGO, April 15, 2013—Hyatt Hotels Corporation (“Hyatt” or the “Company”) (NYSE: H) today announced that on May 10, 2013, it will redeem all of its outstanding 5.750% senior notes due 2015 (the “Notes”), of which an aggregate principal amount of \$250 million is currently outstanding.

In accordance with the terms of the Notes, the redemption price, as calculated by the Quotation Agent (as defined in the indenture governing the Notes), will be \$281,189,097.22. The redemption price is equal to the sum of the present values of the remaining scheduled payments of principal and interest on the Notes from May 10, 2013 to August 15, 2015 (except for accrued but unpaid interest), discounted to May 10, 2013 on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the indenture governing the Notes) plus 50 basis points, plus accrued but unpaid interest on the Notes to, but not including, May 10, 2013.

### FORWARD-LOOKING STATEMENTS

*Forward-Looking Statements in this press release, which are not historical facts, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Our actual results, performance or achievements may differ materially from those expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by the use of words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” “likely,” “will,” “would” and variations of these terms and similar expressions, or the negative of these terms or similar expressions. Such forward-looking statements are necessarily based upon estimates and assumptions that, while considered reasonable by us and our management, are inherently uncertain. Factors that may cause actual results to differ materially from current expectations include, among others, the rate and pace of economic recovery following economic downturns; levels of spending in business and leisure segments as well as consumer confidence; declines in occupancy and average daily rate; if our third-party owners, franchisees or development partners are unable to access the capital necessary to fund current operations or implement our plans for growth; changes in the competitive environment in our industry and the markets where we operate; our ability to access the capital markets; and other risks discussed in the Company’s filings with the U.S. Securities and Exchange Commission, including our Annual Report on Form 10-K, which filings are available from the SEC. We caution you not to place undue reliance on any forward-looking statements, which are made as of the date of this press release. We undertake no obligation to update publicly any of these forward-looking statements to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable laws. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.*

**NOTICE OF REDEMPTION  
TO THE HOLDERS OF**

**\$250,000,000 5.750% Senior Notes due 2015 (the “Notes”) of  
Hyatt Hotels Corporation (the “Company”)  
CUSIP NUMBERS: 448579AA0\* and U44845AA0\***

**NOTICE IS HEREBY GIVEN** pursuant to Section 3.03 of the Indenture, dated as of August 14, 2009 (the “Base Indenture”), as supplemented by the First Supplemental Indenture, dated August 14, 2009 (the “First Supplemental Indenture” and, together with the Base Indenture, the “Indenture”), between the Company and Wells Fargo Bank, National Association (the “Trustee”) that pursuant to Section 3.03 of the Base Indenture, Section 2.10 of the First Supplemental Indenture and paragraph 11 of the Notes, the Company intends to redeem in full \$250,000,000 aggregate principal amount of the Notes outstanding on May 10, 2013 (the “Redemption Date”) at a price (the “Redemption Price”) of \$281,189,097.22, which, as calculated by the Quotation Agent (as defined in the Indenture), is equal to the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed from the Redemption Date to August 15, 2015 (except for accrued but unpaid interest) discounted to the Redemption Date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the Indenture), plus 50 basis points, plus accrued but unpaid interest on the Notes to, but not including, the Redemption Date.

The Redemption Price will become due and payable on the Redemption Date, and, unless the Company defaults in making such redemption payment or the Paying Agent (as defined in the Indenture) is prohibited from making such payment pursuant to the terms of the Indenture, from and after said date, interest will cease to accrue and be payable on the Notes redeemed. Payment of the Redemption Price will be made only upon presentation and surrender of the Notes at the principal office of the Paying Agent as set forth below.

The Notes should be surrendered to the undersigned Trustee, as Paying Agent, at its corporate trust office, as follows:

**Wells Fargo Bank, National Association**

*By Registered or Certified Mail:*

WELLS FARGO BANK, N.A.  
Corporate Trust Operations  
MAC N9303-121  
PO Box 1517  
Minneapolis, MN 55480

*In Person by Hand Only:*

WELLS FARGO BANK, N.A.  
12<sup>th</sup> Floor – Northstar East Building  
Corporate Trust Operations  
608 Second Avenue South  
Minneapolis, MN 55479

*By Regular Mail or Overnight Courier:*

WELLS FARGO BANK, N.A.  
Corporate Trust Operations  
MAC N9303-121  
Sixth & Marquette Avenue  
Minneapolis, MN 55479

*By Facsimile:*

*(For Eligible Institutions only):*  
fax. (612) 667-6282  
Attn. Bondholder Communications

*For Information or Confirmation by  
Telephone : (800) 344-5128, Option 0  
Attn. Bondholder Communications*

---

**By: Hyatt Hotels Corporation**

Dated: April 15, 2013

**NOTICE**

Under U.S. federal income tax law, the Paying Agent or other withholding agent may be required to withhold 28% of payments made to Holders who present their Notes for redemption and who fail to furnish the Paying Agent or other withholding agent with their taxpayer identification number and other required certifications. The required certifications generally may be made to the Paying Agent or other withholding agent on an IRS Form W-9 or an appropriate IRS Form W-8, as applicable, which should be completed and submitted with the surrendered Notes. Holders should consult their tax advisors regarding the withholding and other tax consequences of the redemption.

\* No representation is made as to the correctness or accuracy of the CUSIP number either as printed on the Notes or as contained in any notice of redemption or exchange.