

HYATT HOTELS CORP

FORM 8-K (Current report filing)

Filed 04/25/13 for the Period Ending 04/25/13

Address	71 SOUTH WACKER DRIVE 12TH FLOOR CHICAGO, IL 60606
Telephone	(312) 750-1234
CIK	0001468174
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SIC Code	7011 - Hotels and Motels
Industry	Hotels & Motels
Sector	Services
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**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 25, 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))
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Item 8.01: Other Events.

On April 25, 2013, Hyatt Hotels Corporation (the “Company”) issued a press release announcing that it commenced a cash tender offer (the “Tender Offer”) to purchase any and all of its \$250,000,000 outstanding aggregate principal amount of 6.875% Senior Notes due 2019 (the “Notes”) in accordance with the terms and subject to the conditions set forth in the Offer to Purchase, dated April 25, 2013, and the accompanying Letter of Transmittal, which is being sent to the holders of the Notes. A copy of the press release relating to such announcement, dated April 25, 2013, is attached hereto as Exhibit 99.1 and is 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 25, 2013.

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 25, 2013

By: /s/ Gebhard F. Rainer

Gebhard F. Rainer

Executive Vice President, Chief Financial Officer

Exhibit No.**Document Description**

99.1

Press release of the Company, dated April 25, 2013.

**CONTACT**

Investors:
Atish Shah
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FOR IMMEDIATE RELEASE**Hyatt Announces Cash Tender Offer**

CHICAGO, April 25, 2013—Hyatt Hotels Corporation (“Hyatt” or the “Company”) (NYSE: H) today announced that it has commenced a cash tender offer (the “Tender Offer”) to purchase any and all of its \$250,000,000 outstanding aggregate principal amount of 6.875% Senior Notes due 2019 (CUSIP Nos. 448579 AB8 and U44845 AB8) (the “Notes”). The terms and conditions of the Tender Offer are described in an offer to purchase, dated April 25, 2013 (the “Offer to Purchase”), and a related Letter of Transmittal.

The Tender Offer is scheduled to expire at 5:00 p.m., New York City time, on May 14, 2013, unless extended or earlier terminated by the Company (the “Expiration Date”). Tendered Notes may be withdrawn at any time on or prior to 5:00 p.m., New York City time, on May 3, 2013, unless extended by the Company (the “Withdrawal Deadline”), but not thereafter.

Holders who validly tender (and do not validly withdraw) Notes at or prior to 5:00 p.m., New York City time, on May 3, 2013, unless extended by the Company (the “Early Tender Deadline”) will be eligible to receive the Total Consideration, which includes an Early Tender Premium (the “Early Tender Premium”), as set forth in the table below, for any Notes accepted for purchase. Holders who validly tender (and do not validly withdraw) Notes after the Early Tender Deadline but at or prior to the Expiration Date will be eligible to receive the Offer Consideration, which is equal to the Total Consideration minus the Early Tender Premium.

The Total Consideration will be determined in the manner described in the Offer to Purchase by reference to a yield equal to the fixed spread specified for the Notes over the reference yield based on the bid side price of the specified U.S. Treasury Security, as calculated by the dealer managers at 2:00 p.m., New York City time, on May 3, 2013. Specifically, the Total Consideration per each \$1,000 principal amount of Notes validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the Tender Offer will equal (1) the value per \$1,000 principal amount of all remaining payments of principal and interest on the Notes to be made to (and including) the maturity date, discounted to the settlement date, in accordance with the formula set forth in the Offer to Purchase, at a discount rate equal to the yield determined in accordance with the foregoing sentence, minus (2) accrued interest on the Notes per \$1,000 principal amount of Notes.

<u>Title of Notes</u>	<u>CUSIP Numbers</u>	<u>Aggregate Principal Amount Outstanding</u>	<u>Reference U.S. Treasury Security</u>	<u>Bloomberg Reference Page</u>	<u>Fixed Spread (basis points)</u>	<u>Early Tender Premium (1)</u>
6.875% Notes due 2019	448579 AB8 and U44845 AB8	\$250,000,000	UST 2.000% due February 15, 2023	PX1	+110	\$ 30

(1) Per \$1,000 principal amount of Notes validly tendered (and not validly withdrawn) and accepted for purchase.

In addition to the Total Consideration or the Offer Consideration, as applicable, accrued and unpaid interest up to the Settlement Date will be paid on all validly tendered Notes accepted in the Tender Offer.

Hyatt's obligation to accept for purchase and pay the Total Consideration or the Offer Consideration, as applicable, for validly tendered Notes is subject to, and conditioned upon, satisfaction or, where applicable, Hyatt's waiver of, certain conditions described in the Offer to Purchase, including, among others, Hyatt having received net proceeds from new indebtedness, on terms satisfactory to Hyatt in its sole discretion, sufficient to purchase all Notes validly tendered (and not validly withdrawn) and accepted for purchase by Hyatt and to pay all fees and expenses in connection with the Tender Offer.

J.P. Morgan Securities LLC and SunTrust Robinson Humphrey, Inc. are the dealer managers in the Tender Offer. D.F. King & Co., Inc. has been retained to serve as both the information agent and tender agent for the Tender Offer. Persons with questions regarding the Tender Offer should contact J.P. Morgan Securities LLC at (866) 834-4666 (toll free) or (212) 834-4811 (collect) or SunTrust Robinson Humphrey, Inc. at (800) 685-4786 (toll free) or (404) 926-5051 (collect). Requests for copies of the Offer to Purchase, related Letter of Transmittal and other related materials should be directed to D.F. King & Co., Inc. at (800) 488-8095 (toll free) or (212) 269-5550 (collect).

None of Hyatt or its affiliates, its board of directors, the dealer managers and solicitation agents, the information agent, the tender agent or the trustee with respect to the Notes, makes any recommendation as to whether holders of the Notes should tender their Notes. The Tender Offer is made only by the Offer to Purchase and the accompanying Letter of Transmittal. The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky laws or other laws of such jurisdiction. In any jurisdiction in which the Tender Offer is required to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of Hyatt by the dealer managers, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

FORWARD-LOOKING STATEMENTS

Forward-looking statements in this press release, which are not historical facts, are forward-looking statements within the meaning of the federal securities laws. 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 factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, under the sections titled “Risk Factors” in Part I, Item 1A and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7; general economic uncertainty in key global markets and a worsening of global economic conditions or low levels of economic growth; levels of spending in business and leisure segments as well as consumer confidence; declines in occupancy and average daily rate; limited visibility with respect to short and medium-term group bookings; loss of key personnel; hostilities, including future terrorist attacks, or fear of hostilities that affect travel; travel-related accidents; natural or man-made disasters such as earthquakes, tsunamis, tornados, hurricanes, floods, oil spills and nuclear incidents; our ability to successfully achieve certain levels of operating profit at hotels that have performance guarantees with our third-party owners; the impact of hotel renovations; our ability to successfully execute and implement our common stock repurchase program; the seasonal and cyclical nature of the real estate and hospitality businesses; changes in distribution arrangements, such as through internet travel intermediaries; changes in the tastes and preferences of our customers; relationships with associates and labor unions and changes in labor laws; financial condition of, and our relationships with, third-party property owners, franchisees and hospitality venture partners; risks associated with potential acquisitions and dispositions; changes in federal, state, local or foreign tax law; increases in interest rates and operating costs; foreign exchange rate fluctuations or currency restructurings; lack of acceptance of new brands or innovation; general volatility of the capital markets and our ability to access the capital markets; changes in the competitive environment in our industry and the markets where we operate; outcomes of legal proceedings; and violations of regulations or laws related to our franchising business. 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.