

# HYATT HOTELS CORP

## FORM 8-K (Current report filing)

Filed 04/20/15 for the Period Ending 04/20/15

|             |  |
|-------------|--|
| Address     | 71 SOUTH WACKER DRIVE<br>12TH FLOOR<br>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  |

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

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**FORM 8-K**

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**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 20, 2015**

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**HYATT HOTELS CORPORATION**

(Exact name of registrant as specified in its charter)

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**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**

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 20, 2015, Mr. Atish Shah was appointed to the role of Senior Vice President, Interim Chief Financial Officer of Hyatt Hotels Corporation (the “Company”). In this capacity he will also serve as the Company’s principal financial officer, effective immediately.

Mr. Shah, age 42, joined the Company in 2009, and most recently served as a senior vice president of strategy, financial planning and analysis and investor relations. Prior to joining the Company, Mr. Shah served as a portfolio manager of a hospitality real estate private equity fund at Lowe Enterprises. Prior to that, he worked for Hilton Hotels Corporation in a variety of finance roles, including feasibility, planning, investment analysis and investor relations. Mr. Shah holds a B.S. with Honors from Cornell University, a Master of Management in Hospitality from Cornell University and an MBA from the Wharton School of the University of Pennsylvania.

There have been no changes to Mr. Shah’s compensation as a result of his appointment as Senior Vice President, Interim Chief Financial Officer. On April 20, 2015, the Company and Mr. Shah entered into an agreement (the “Agreement”) setting forth the terms of Mr. Shah’s appointment as Senior Vice President, Interim Chief Financial Officer. As set forth in the Agreement, Mr. Shah will be responsible for the Company’s finance function until a permanent Chief Financial Officer is selected or such earlier time as Mark Hoplamazian, the Company’s President and Chief Executive Officer, may determine to relieve him of such responsibility, at his discretion. During his service as Senior Vice President, Interim Chief Financial Officer, Mr. Shah will continue to maintain responsibility for the Company’s investor relations and financial planning and analysis functions. A copy of the Agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

In connection with Mr. Shah’s appointment as Senior Vice President, Interim Chief Financial Officer, on April 20, 2015, Mr. Hoplamazian ceased to serve in the role of interim principal financial officer of the Company, effective immediately. Mr. Hoplamazian will continue to serve as the Company’s President and Chief Executive Officer and principal executive officer.

**Item 8.01 Other Events.**

On April 20, 2015, the Company issued a press release announcing these management changes, a copy of which is included as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 10.1 Agreement, dated April 20, 2015, by and between Hyatt Hotels Corporation and Atish Shah
- 99.1 Hyatt Hotels Corporation Press Release dated April 20, 2015

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**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 hereunto duly authorized.

**Hyatt Hotels Corporation**

Date: April 20, 2015

By: /s/ Rena Hozore Reiss

Rena Hozore Reiss  
Executive Vice President, General Counsel  
and Secretary

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## INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Exhibit Description</u>  |
|-----------------------|---|
| 10.1                  | Agreement, dated April 20, 2015, by and between Hyatt Hotels Corporation and Atish Shah |
| 99.1                  | Hyatt Hotels Corporation Press Release dated April 20, 2015                             |



**Mark Hoplamazian**  
President and  
Chief Executive Officer

**Hyatt Hotels Corporation**  
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Chicago, IL 60606 USA

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F: +1 312.780.5282  
mark.hoplamazian@hyatt.com

April 20, 2015

**PRIVATE & CONFIDENTIAL**

Mr. Atish Shah  
Via e-mail

Dear Atish:

I am delighted that you have agreed to undertake the role of 'Interim Chief Financial Officer (CFO)' subject to approval of the Board of Directors.

In this position, you will report to me in my capacity as President and Chief Executive Officer. You will be responsible for the finance function until a permanent CFO is selected or such earlier time as I may determine to relieve you of such responsibility, at my discretion.

During this time, you will continue to be responsible for the Investor Relations and Financial Planning & Analysis functions and your total compensation will remain unchanged.

I welcome your continued contributions, and valuable support as you undertake this interim role.

Yours Sincerely,

/s/ Mark Hoplamazian

Mark Hoplamazian  
President & CEO  
Hyatt Hotels Corporation

cc: Robb Webb, Chief Human Resources Officer

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**Acceptance**

Please review this document and, if satisfactory, note your agreement to these terms in the space provided.

I have read and fully understand the terms and conditions of my employment as senior vice president, Interim CFO.

**Acceptance:** /s/ Atish Shah  
Atish Shah

**Date:** April 20, 2015



## CONTACT

Amy Patti  
 Hyatt Hotels Corporation  
 + 1 312 780 5620  
[amy.patti@hyatt.com](mailto:amy.patti@hyatt.com)

## HYATT APPOINTS INTERIM CHIEF FINANCIAL OFFICER

**CHICAGO (APRIL 20, 2015)** – Mark Hoplamazian, President and Chief Executive Officer of Hyatt Hotels Corporation (NYSE: H), today announced the selection of Atish Shah as Senior Vice President, Interim Chief Financial Officer, pending the company’s selection of a permanent Chief Financial Officer. Mr. Shah currently serves as Senior Vice President – Strategy, Financial Planning & Analysis and Investor Relations.

Prior to joining Hyatt in 2009, Mr. Shah served as a portfolio manager of a hospitality real estate private equity fund at Lowe Enterprises. Prior to that, he worked for Hilton Hotels Corporation in a variety of finance roles, including feasibility, planning, investment analysis, and investor relations. Prior to Hilton, Mr. Shah was an associate in the hospitality consulting practice of Coopers & Lybrand, LLP.

### About Hyatt Hotels Corporation

Hyatt Hotels Corporation, headquartered in Chicago, is a leading global hospitality company with a proud heritage of making guests feel more than welcome. Thousands of members of the Hyatt family strive to make a difference in the lives of the guests they encounter every day by providing authentic hospitality. The Company’s subsidiaries develop, own, operate, manage, franchise, license or provide services to hotels, resorts, branded residences and vacation ownership properties, including under the **Hyatt®**, **Park Hyatt®**, **Andaz®**, **Grand Hyatt®**, **Hyatt Centric™**, **Hyatt Regency®**, **Hyatt Place®**, **Hyatt House®**, **Hyatt Zilara™**, **Hyatt Ziva™**, **Hyatt Residences®** and **Hyatt Residence Club®** brand names and have locations on six continents. As of December 31, 2014, the Company’s worldwide portfolio consisted of 587 properties in 50 countries. For more information, please visit [www.hyatt.com](http://www.hyatt.com)

### 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*

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*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.*

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