
**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): February 20, 2024

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.)

7750 Wisconsin Avenue, Bethesda, Maryland
(Address of principal executive offices)

20814
(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:

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

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 8.01. Other Events.

On February 20, 2024, Marriott International, Inc. (“we”) entered into a Terms Agreement with Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Fifth Third Securities, Inc., Wells Fargo Securities, LLC and the other Underwriters listed on Schedule I thereto (the “Terms Agreement,” which incorporates by reference the Underwriting Agreement General Terms and Provisions, dated March 3, 2021 (which we previously filed on March 5, 2021 as Exhibit 1.1 to our Current Report on Form 8-K)) to issue \$500,000,000 aggregate principal amount of our 4.875% Series NN Notes due 2029 (the “Series NN Notes”) and \$1,000,000,000 aggregate principal amount of our 5.300% Series OO Notes due 2034 (the “Series OO Notes” and, together with the Series NN Notes, the “Notes”). On February 22, 2024, we received net proceeds of approximately \$1.468 billion from the offering of the Notes, after deducting the underwriting discount and estimated expenses of the offering. We intend to use the net proceeds from the offering of the Notes for general corporate purposes, which may include working capital, capital expenditures, acquisitions, stock repurchases or repayment of outstanding indebtedness.

We will pay interest on the Series NN Notes on May 15 and November 15 of each year, commencing on May 15, 2024, and we will pay interest on the Series OO Notes on May 15 and November 15 of each year, commencing on May 15, 2024. The Series NN Notes will mature on May 15, 2029, and the Series OO Notes will mature on May 15, 2034. We may redeem the Notes, in whole or in part, at our option, under the terms provided in the applicable Form of Note.

We issued the Notes under an indenture dated as of November 16, 1998 with The Bank of New York Mellon, as successor to JPMorgan Chase Bank, N.A., formerly known as The Chase Manhattan Bank, as trustee (the “Indenture”) (which we previously filed as Exhibit 4.1 to our Annual Report on Form 10-K for the fiscal year ended January 1, 1999).

In connection with the public offering of the Notes, we filed a Prospectus dated February 13, 2024 and a Prospectus Supplement dated February 20, 2024 with the Securities and Exchange Commission, each of which forms a part of our Registration Statement on Form S-3 (Registration No. 333-277039) (the “Registration Statement”). We are filing the Terms Agreement, the Indenture Officers’ Certificate pursuant to Section 301 of the Indenture, the Forms of Notes, and a legal opinion of our counsel, Gibson, Dunn & Crutcher LLP, on the Notes as exhibits to this report for the purpose of incorporating them as exhibits to the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this report:

- 1.1 [Terms Agreement, dated February 20, 2024, among Marriott International, Inc. and the Underwriters named therein.](#)
- 4.1 [Form of Note for the 4.875% Series NN Notes due 2029.](#)
- 4.2 [Form of Note for the 5.300% Series OO Notes due 2034.](#)
- 4.3 [Indenture Officers’ Certificate \(with respect to the 4.875% Series NN Notes due 2029 and the 5.300% Series OO Notes due 2034\) pursuant to Section 301 of the Indenture, dated February 22, 2024.](#)
- 5.1 [Opinion of Gibson, Dunn & Crutcher LLP, dated February 22, 2024.](#)
- 23.1 [Consent of Gibson, Dunn & Crutcher LLP \(included in Exhibit 5.1 hereto\).](#)
- 104 The cover page to this Current Report on Form 8-K, formatted in inline XBRL.

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.

Date: February 22, 2024

MARRIOTT INTERNATIONAL, INC.

By: /s/ Felitia O. Lee

Felitia O. Lee

Controller and Chief Accounting Officer