

Sears Peter
Form 4
September 11, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sears Peter

2. Issuer Name and Ticker or Trading Symbol
Hyatt Hotels Corp [H]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

See Remarks

C/O HYATT HOTELS CORPORATION, 150 NORTH RIVERSIDE PLAZA

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60606

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 09/07/2017 | | S | | 3,320 | D | 8,292 |
| | | | | | | | <u>(1)</u> |
| Class A Common Stock | 09/07/2017 | | M | | 7,500 | A | \$ 26 15,792 |
| Class A Common Stock | 09/07/2017 | | D | | 3,306 | D | \$ 59 12,486 |
| Class A Common Stock | 09/07/2017 | | F | | 1,355 | D | \$ 59 11,131 |

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| | | | | | | | | |
|----------------------|------------|--|---|-------|---|----------------|--------|---|
| Common Stock | | | | | | | | |
| Class A Common Stock | 09/07/2017 | | M | 9,792 | A | \$ 33.12 | 20,923 | D |
| Class A Common Stock | 09/07/2017 | | D | 5,497 | D | \$ 59 | 15,426 | D |
| Class A Common Stock | 09/07/2017 | | F | 1,395 | D | \$ 59 | 14,031 | D |
| Class A Common Stock | 09/08/2017 | | S | 5,739 | D | \$ 59.5 (2) | 8,292 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Rights | \$ 26 | 09/07/2017 | | M | 7,500 | (3) | 06/09/2019 | Class A Common Stock | 7,500 |
| Stock Appreciation Rights | \$ 33.12 | 09/07/2017 | | M | 9,792 | (4) | 03/02/2020 | Class A Common Stock | 9,792 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Sears Peter
C/O HYATT HOTELS CORPORATION
150 NORTH RIVERSIDE PLAZA
CHICAGO, IL 60606

See Remarks

Signatures

/s/ Rena Hozore Reiss,
Attorney-in-fact

09/11/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.89 to \$59.06, inclusive. The reporting person undertakes to provide to Hyatt Hotels Corporation, any security holder of Hyatt Hotels Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.36 to \$59.58, inclusive. The reporting person undertakes to provide to Hyatt Hotels Corporation, any security holder of Hyatt Hotels Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
 - (3) The stock appreciation rights issued pursuant to the Third Amended and Restated Long-Term Incentive Plan (the "LTIP") vested in four equal annual installments beginning on April 1, 2010.
 - (4) The stock appreciation rights issued pursuant to the LTIP vested in four equal annual installments beginning on March 2, 2011.

Remarks:

Executive Vice President, Group President-Americas

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.