

MARRIOTT VACATIONS WORLDWIDE Corp
Form SC 13G/A
March 06, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13D-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13D-2**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)

MARRIOTT VACATIONS WORLDWIDE CORPORATION
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

57164Y107
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 57164Y107 13G Page 2 of 5 Pages

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

John W. Marriott III
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a) "

(b) "

SEC USE ONLY

- 3.

CITIZENSHIP OR PLACE OF ORGANIZATION

- 4.

United States of America
SOLE VOTING POWER

- 5.

62,147*
SHARED VOTING POWER

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

146,918**
SOLE DISPOSITIVE POWER

- 7.

62,147*
SHARED DISPOSITIVE POWER

- 8.

146,918**

- 9.

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

146,918
CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10. (see instructions)

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11.

Less than 1%***
TYPE OF REPORTING PERSON (see
instructions)

12.

IN

* Consists of the following: 62,147 shares held directly by John W. Marriott III.

Consists of the following: 84,771 shares owned by two trusts for the benefit of John W. Marriott III's children, for
** which John W. Marriott III serves as a trustee. Mr. Marriott disclaims beneficial ownership of the foregoing shares
in excess of his pecuniary interest.

The denominator is based on the 26,494,634 shares of common stock outstanding as of October 27, 2017, as
*** reported on the cover page of the Form 10-Q for the quarter ended September 30, 2017 filed by Marriott
Vacations Worldwide Corporation.

CUSIP No. 57164Y107 13G Page 3 of 5 Pages

This Schedule 13G (this "Schedule 13G") is being filed by John W. Marriott III (the "Reporting Person"). The shares of Common Stock of the Issuer (as defined below) held by the Reporting Person and reported on this Schedule 13G were previously reported on a Schedule 13D, filed on November 30, 2011, as amended by Amendment No. 1, filed on March 13, 2013, and Amendment No. 2, filed on November 21, 2013 (the "Schedule 13D"), that was jointly filed by the Reporting Person, J.W. Marriott, Jr., Deborah Marriott Harrison, Estate of Stephen Garff Marriott, David Sheets Marriott, Stephen Blake Marriott, JWM Family Enterprises, Inc. and JWM Family Enterprises, L.P, and a Schedule 13G, filed by the Reporting Person on May 20, 2016 (the "Schedule 13G"). This Schedule 13G supersedes the information contained in the Schedule 13D and the Schedule 13G with respect to the Reporting Person.

Item 1.

Name of Issuer:

(a)

Marriott Vacations Worldwide Corporation (the "Issuer")

Address of Issuer's Principal Executive Offices:

(b)

6649 Westward Boulevard

Orlando, FL 32821

Item 2.

Name of Person Filing:

(a)

John W. Marriott III

(b) Address of Principal Business Office or, if None, Residence:

John W. Marriott III

c/o JWM Family Enterprises, Inc.

9737 Washingtonian Boulevard, Suite 404

Gaithersburg, MD 20878

Citizenship:

(c)

United States of America

Title of Class of Securities:

(d)

Common Stock, par value \$0.01 per share

CUSIP Number:

(e)

57164Y107

CUSIP No. 57164Y107 13G Page 4 of 5 Pages

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

Reference is made to Items 5-9 and 11, which are incorporated by reference herein.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 57164Y107 13G Page 5 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 22, 2018
(Date)

/s/ John W. Marriott III
(Signature)

John W. Marriott III
(Name and Title)