

Hyatt Hotels Corp
Form 4
April 02, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIEDMAN RICHARD A

(Last) (First) (Middle)

**C/O GOLDMAN, SACHS &
CO., 200 WEST STREET**

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Hyatt Hotels Corp [H]

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

03/31-04:00/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/31-04:00/2015		M	3,170 A (2)	81,605	I	See footnotes (1) (2) (3)

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

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information contained in this form are not
required to respond unless the form
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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)

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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 Underlying (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(2)</u>	03/31-04:00/2015		M	3,170	03/31-04:00/2015	03/31-04:00/2015	Class Common Stock
Restricted Stock Units	\$ 0					03/31-04:00/2016	03/31-04:00/2016	Class Common Stock
Class B Common Stock	\$ 0					<u>(5)</u>	<u>(5)</u>	Class Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN RICHARD A C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282				

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

04/02-04:00/2015

 **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).

The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.

- (1) On March 31, 2015, 3,170 restricted stocks units that were granted to the Reporting Person in his capacity as a director of Hyatt Hotels Corporation (the "Company") vested and were settled by the Company in shares of Class A Common Stock pursuant to the Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan pursuant to the Hyatt Hotels Corporation Non-Employee Director Compensation Program (the "Plan"), without the payment of any consideration. The Reporting Person has an understanding with GS Group pursuant to which the shares that were delivered are held for the benefit of GS Group.
- (2) GS Group beneficially owns directly 7,096 shares of Class A Common Stock and may be deemed to beneficially own 19,275 shares of Class A Common Stock that were granted to the Reporting Person in his capacity as a director of the Company pursuant to the Plan. The

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Reporting Person has an understanding with GS Group pursuant to which such shares are held for the benefit of GS Group. Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 55,234 shares of Class A Common Stock and Goldman Sachs also had open short positions of 5,043 shares of Class A Common Stock, reflecting changes due to exempt transactions.

- (4) GS Group may be deemed to beneficially own an aggregate of 3,068 restricted stock units that were granted to the Reporting Person in his capacity as a director of the Company. The Reporting Person has an understanding with GS Group pursuant to which such restricted stock units are held for the benefit of GS Group. Each restricted stock unit represents the contingent right to receive one share of Class A Common Stock and is fully vested.

- (5) Each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, except for certain permitted transfers as described in the Company's Amended and Restated Certificate of Incorporation. Goldman Sachs and GS Group may be deemed to beneficially own indirectly 12,654,050 shares of Class A Common Stock by reason of the direct beneficial ownership of 12,654,050 shares of the Company's Class B Common Stock, in the aggregate, by certain investment partnerships of which affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner or the managing partner. Goldman Sachs is the investment manager for certain of the investment partnerships.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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