

Playa Hotels & Resorts N.V.
Form 3
March 22, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Hyatt Hotels Corp		(Month/Day/Year)	Playa Hotels & Resorts N.V. [PLYA]	
(Last)	(First)	(Middle)	03/11/2017	
71 SOUTH WACKER DRIVE, 12TH FLOOR,			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHICAGO, IL 60606			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	11,969,741	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Warrants (right to buy)	Â (2)	Â (2)	Ordinary Shares	579,602 \$ (2)		I	See Footnote (1)
Warrants (right to buy)	Â (3)	Â (3)	Ordinary Shares	237,110 \$ (3)		I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hyatt Hotels Corp 71 SOUTH WACKER DRIVE, 12TH FLOOR CHICAGO, IL 60606	Â	Â X	Â	Â
HI Holdings Playa B.V. HERIKERBERGWEG 238 1101 CM AMSTERDAM, P7	Â	Â X	Â	Â
AIC Holding Co. 71 SOUTH WACKER DRIVE, 12TH FLOOR CHICAGO, IL 60606	Â	Â X	Â	Â
HYATT INTERNATIONAL CORP 71 SOUTH WACKER DRIVE, 12TH FLOOR CHICAGO, IL 60606	Â	Â X	Â	Â
Hyatt International Holdings Co. 71 SOUTH WACKER DRIVE, 12TH FLOOR CHICAGO, IL 60606	Â	Â X	Â	Â

Signatures

/s/ Rena Hozore Reiss, Executive Vice President, General Counsel and Secretary, Hyatt Hotels Corporation	03/22/2017
__Signature of Reporting Person	Date
/s/ Rena Hozore Reiss, as Attorney-in-Fact for AIC Holding Co.	03/22/2017
__Signature of Reporting Person	Date
/s/ Rena Hozore Reiss, Executive Vice President and Secretary, Hyatt International Corporation	03/22/2017
__Signature of Reporting Person	Date
/s/ Rena Hozore Reiss, as Attorney-in-Fact for Hyatt International Holdings Co.	03/22/2017
__Signature of Reporting Person	Date
/s/ Rena Hozore Reiss, as Attorney-in-Fact for HI Holdings Playa B.V.	03/22/2017
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 ordinary shares are owned directly by HI Holdings Playa B.V. ("HI Holdings"), which is a wholly-owned subsidiary of Hyatt International Holdings Co., which is a wholly-owned subsidiary of Hyatt International Corporation, which is a wholly-owned subsidiary of AIC Holding Co., which is a wholly-owned subsidiary of Hyatt Hotels Corporation. Each of Hyatt Hotels Corporation, AIC Holding Co., Hyatt International Corporation and Hyatt International Holdings Co. are the indirect beneficial owners of the reported securities.
- (1)
- (2) HI Holdings directly holds 1,738,806 warrants ("Founder Warrants"), each entitling the holder to purchase one-third of an ordinary share at an exercise price of one-third of \$11.50. The Founder Warrants can be exercised starting on the 30th day after March 11, 2017.
- (3) HI Holdings directly holds 237,110 warrants ("Earnout Warrants"), each entitling the holder to purchase one ordinary share. The Earnout Warrants are exercisable for a five-year period beginning on March 11, 2017 in the event the closing price of the Issuer's ordinary shares on the NASDAQ Capital Market (or successor) is greater than \$13.00 for a period of more than 20 days out of 30 consecutive trading days, subject to adjustment, at an initial exercise price of Euro 0.10 per share.

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Remarks:

HI Holdings has entered into a Shareholder Agreement, dated as of March 10, 2017 and effective

Exhibit List:

Exhibit 24.1 - Power of Attorney

Exhibit 24.2 - Power of Attorney

Exhibit 24.3 - Power of Attorney

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.