

MARRIOTT VACATIONS WORLDWIDE Corp
Form SC 13D/A
January 23, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 4)

Information to be included in statements filed pursuant to Rule 13d-1(a) and amendments thereto filed pursuant to Rule 13d-2(a)

Under the Securities Exchange Act of 1934

MARRIOTT VACATIONS WORLDWIDE CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

57164Y107

(CUSIP Number)

Stephanie M. Loughlin

Venable LLP

600 Massachusetts Avenue, N.W.

Washington, D.C. 20001 (202) 344-4874

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 8, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

The information required on 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 (the "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).

SCHEDULE 13D/A

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NAME OF REPORTING PERSON

1

Deborah Marriott Harrison

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY
SOURCE OF FUNDS

4

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

NUMBER OF **7**

SHARES 10,475*
SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY 2,046,799**
EACH SOLE DISPOSITIVE POWER

REPORTING **9**

PERSON 10,475*
SHARED DISPOSITIVE POWER

WITH **10**

2,046,799**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,057,274

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

Not Applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.4%***

TYPE OF REPORTING PERSON

14

IN

* Consists of 10,475 shares held directly by Deborah Marriott Harrison.

** Consists of the following: (a) 2,002,797 shares beneficially owned by JWM Family Enterprises, Inc., for which Deborah Marriott Harrison serves as a director; (b) two shares held directly by Deborah Marriott Harrison's spouse, Ronald T. Harrison; (c) 1,302 shares held by two trusts for the benefit of Deborah Marriott Harrison's grandchildren, for which Deborah Marriott Harrison's spouse serves as a trustee; (d) 17,698 shares owned by three trusts for the benefit of John W. Marriott III's children, for which Deborah Marriott Harrison serves as a trustee; and (e) 25,000 shares beneficially owned by six trusts for the benefit of the grandchildren and great-grandchildren of J.W. Marriott, Jr., for which Deborah Marriott Harrison serves as a trustee. Mrs. Harrison disclaims beneficial ownership of the foregoing shares in excess of her pecuniary interest.

*** The denominator is based on the 47,037,330 shares of common stock outstanding as of November 2, 2018, as reported on the facing page of the Form 10-Q for the quarterly period ended September 30, 2018, filed by Marriott Vacations Worldwide Corporation.

This Amendment No. 4 on Schedule 13D/A (this “Amendment No. 4”) is being filed by Deborah Marriott Harrison (the “Reporting Person”). This Amendment No. 4 amends and to the extent inconsistent supersedes the information contained in the 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 (collectively, the “Group 13D”), and Amendment No. 3, filed on May 25, 2016 (“Amendment No. 3”), with respect to the Reporting Person. All capitalized terms used but not defined herein have the meanings ascribed to them in Amendment No. 3. This Amendment No. 4 constitutes an exit filing for the Reporting Person.

Item 5. Interest in Securities of the Issuer

(a) See Items 11 and 13 and the footnotes thereto of the cover page to this Amendment No. 4, which are incorporated herein by reference, for the aggregate number of shares and percentage of the issued and outstanding MVWC Stock owned by the Reporting Person.

(b) See Items 7 and 9 and the footnotes thereto of the cover page to this Amendment No. 4, which are incorporated herein by reference, for the aggregate number of shares of MVWC Stock beneficially owned by the Reporting Person as to which there is sole power to vote or direct the vote or sole power to dispose or to direct the disposition of such shares of MVWC Stock.

See Items 8 and 10 and the footnotes thereto of the cover page to this Amendment No. 4, which are incorporated herein by reference, for the aggregate number of shares of MVWC Stock beneficially owned by the Reporting Person as to which there is shared power to vote or direct the vote or shared power to dispose or to direct the disposition of such shares of MVWC Stock.

To the best of the Reporting Person’s knowledge, the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared is contained in the Group 13D, as amended by each reporting person party thereto.

(c) The Reporting Person has effected the following transactions in the MVWC Stock during the past sixty days: The Reporting Person gifted 3,200 shares of MVWC stock to various family members or trusts for their benefit on December 12, 2018.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of MVWC Stock referred to in paragraphs (a) and (b) above.

(e) On November 8, 2018, the Issuer reported on the facing page of its Form 10-Q that 47,037,330 shares of MVWC Stock were outstanding as of November 2, 2018. As a result of the increase in the reported number of outstanding shares of MVWC Stock, the Reporting Person ceased to be the beneficial owner of more than five percent of the outstanding MVWC Stock.

Schedule 13D/A

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Marriott Vacations Worldwide Corporation

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.

1/23/19 By: /s/ Deborah Marriott Harrison

Date Deborah Marriott Harrison