

MARRIOTT VACATIONS WORLDWIDE Corp
Form SC 13D/A
November 21, 2013

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

SCHEDULE 13D/A
(Amendment No. 2)

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, \$0.01 par value
(Title of Class of Securities)

57164Y 10 7
(CUSIP Number)

Stephanie M. Loughlin
Venable LLP
575 7th Street, N.W.
Washington, D.C. 20036 (202) 344-8300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 30, 2013
(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 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. 57164Y 10 7

Page 2 of 23 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) JWM Family Enterprises, Inc.
 52-1823618

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

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7	NUMBER OF	7	SOLE VOTING POWER	0
	SHARES			
8	BENEFICIALLY	8	SHARED VOTING POWER	2,002,797*
	OWNED BY			
9	EACH	9	SOLE DISPOSITIVE	0
	REPORTING		POWER	
10	PERSON	10	SHARED DISPOSITIVE	2,002,797*
	WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,002,797

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.7%**

14 TYPE OF REPORTING PERSON CO

* Consists of 919,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 290,402 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., and 792,396 shares owned by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P.

** The denominator is based on the 35,425,607 shares of common stock outstanding as of October 4, 2013, as reported on the facing page of the Form 10-Q for the quarter ended September 6, 2013 filed by Marriott Vacations Worldwide Corporation.

CUSIP No. 57164Y 10 7

Page 3 of 23 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 JWM Family Enterprises, L.P.
 52-1821926

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

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7	NUMBER OF	7	SOLE VOTING POWER	0
	SHARES			
8	BENEFICIALLY	8	SHARED VOTING POWER	2,002,797*
	OWNED BY			
9	EACH	9	SOLE DISPOSITIVE	0
	REPORTING		POWER	
10	PERSON	10	SHARED DISPOSITIVE	2,002,797*
	WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,002,797

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.7%**

14 TYPE OF REPORTING PERSON PN

* Consists of 919,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 290,402 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., and 792,396 shares owned by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P.

** The denominator is based on the 35,425,607 shares of common stock outstanding as of October 4, 2013, as reported on the facing page of the Form 10-Q for the quarter ended September 6, 2013 filed by Marriott Vacations Worldwide Corporation.

CUSIP No. 57164Y 10 7

Page 4 of 23 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) J.W. Marriott, Jr.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 2 (b)
 SEC USE ONLY
 3 SOURCE OF FUNDS OO
 4 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 5 ITEMS 2(d) or 2(e)
 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF	7	SOLE VOTING POWER	448,168*
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	3,900,530**
OWNED BY			
EACH	9	SOLE DISPOSITIVE	448,168*
REPORTING		POWER	
PERSON	10	SHARED DISPOSITIVE	3,900,530**
WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,348,698

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.2%***

14 TYPE OF REPORTING PERSON IN

* Consists of the following: (a) 311,255 shares held directly by J. W. Marriott, Jr.; and (b) 136,913 shares subject to options to purchase common stock ("Options"), stock appreciation rights ("SARs") and restricted stock units ("RSUs") currently exercisable or exercisable within 60 days of October 31, 2013. SAR underlying share amounts are based on the \$50.08 closing price of Marriott Vacations Worldwide Corporation common stock on October 31, 2013.

** Consists of the following: (a) 291,922 shares held by 16 trusts for the benefit of the children of J. W. Marriott, Jr. and the children of Richard E. Marriott, for which J. W. Marriott, Jr. serves as a trustee; (b) 1,269,700 shares owned

Edgar Filing: MARRIOTT VACATIONS WORLDWIDE Corp - Form SC 13D/A

by The J. Willard & Alice S. Marriott Foundation, a charitable foundation, for which J.W. Marriott, Jr. serves as a trustee; (c) 32,488 shares held by a charitable annuity trust created by the will of J. Willard Marriott, Sr., for which J.W. Marriott, Jr. serves as a trustee; (d) 2,002,797 shares beneficially owned by JWM Family Enterprises, Inc., for which J.W. Marriott, Jr. serves as a director;

CUSIP No. 57164Y 10 7

Page 5 of 23 Pages

(e) 32,349 shares owned by JWM Associates Limited Partnership, in which J.W. Marriott, Jr. is a general partner; (f) 199,144 shares held by four trusts for the benefit of J. W. Marriott, Jr.'s children, for which the spouse of J.W. Marriott, Jr. serves as a trustee; (g) 4,955 shares owned by three trusts for the benefit of John W. Marriott III's children, for which the spouses of John W. Marriott III and J.W. Marriott, Jr. serve as co-trustees; (h) 5,487 shares owned by the J. Willard Marriott Jr. Foundation, for which J.W. Marriott, Jr. serves as trustee; (i) 28,252 shares held by J. W. Marriott, Jr.'s spouse; (j) 8,436 shares owned by four trusts for the benefit of Stephen Garff Marriott's children, for which the spouse of J.W. Marriott, Jr. serves as a trustee; and (k) 25,000 shares owned by The JWM Generations Trust, for which the spouse of J.W. Marriott, Jr. serves as a trustee. Mr. Marriott disclaims beneficial ownership of the foregoing shares in excess of his pecuniary interest.

*** The denominator is based on: (a) the 35,425,607 shares of common stock outstanding as of October 4, 2013, as reported on the facing page of the Form 10-Q for the quarter ended September 6, 2013 filed by Marriott Vacations Worldwide Corporation; and (b) 136,913 shares subject to Options, SARs and RSUs exercisable within 60 days of October 31, 2013.

CUSIP No. 57164Y 10 7

Page 6 of 23 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) John W. Marriott III
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 2 (b)
 SEC USE ONLY
 3
 SOURCE OF FUNDS OO
 4
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 5 ITEMS 2(d) or 2(e)
 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
 6

NUMBER OF	7	SOLE VOTING POWER	59,065*
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	3,335,161**
OWNED BY			
EACH	9	SOLE DISPOSITIVE	59,065*
REPORTING		POWER	
PERSON	10	SHARED DISPOSITIVE	3,335,161**
WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,394,226

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 9.6%***

14 TYPE OF REPORTING PERSON IN

* Consists of the following: (a) 58,645 shares held directly by John W. Marriott III; and (b) 420 director shares currently exercisable or exercisable within 60 days of October 31, 2013.

** Consists of the following: (a) 2,002,797 shares beneficially owned by JWM Family Enterprises, Inc., for which John W. Marriott III serves as a director; (b) 1,269,700 shares owned by The J. Willard and Alice S. Marriott Foundation, a charitable foundation, for which John W. Marriott III serves as a trustee; (c) 4,955 shares owned by

three trusts for the benefit of John W. Marriott III's children, for which the spouses of

CUSIP No. 57164Y 10 7

Page 7 of 23 Pages

John W. Marriott III and J.W. Marriott, Jr. serve as co-trustees; (d) 3,155 shares owned by John W. Marriott III's spouse; (e) 17,698 shares owned by three trusts for the benefit of John W. Marriott III's children, for which John W. Marriott III, his spouse and Deborah Marriott Harrison serve as trustees; (f) 25,000 shares held by The JWM Generations Trust, 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; (g) 6,856 shares owned by four trusts for the benefit of David Sheets Marriott's children, for which John W. Marriott III serves as trustee; and (h) 5,000 shares held by John W. Marriott III's minor child.

*** The denominator is based on: (a) the 35,425,607 shares of common stock outstanding as of October 4, 2013, as reported on the facing page of the Form 10-Q for the quarter ended September 6, 2013 filed by Marriott Vacations Worldwide Corporation; and (b) 420 director shares currently exercisable or exercisable within 60 days of October 31, 2013.

CUSIP No. 57164Y 10 7

Page 8 of 23 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Deborah Marriott Harrison
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 2 (b)
 SEC USE ONLY
 3
 SOURCE OF FUNDS OO
 4
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 5 ITEMS 2(d) or 2(e)
 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
 6

NUMBER OF	7	SOLE VOTING POWER	16,239*
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	3,368,821**
OWNED BY			
EACH	9	SOLE DISPOSITIVE	16,239*
REPORTING		POWER	
PERSON	10	SHARED DISPOSITIVE	3,368,821**
WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,385,060

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 9.6%***

14 TYPE OF REPORTING PERSON IN

* Consists of the following: (a) 16,024 shares held directly by Deborah Marriott Harrison; and (b) 215 subject to RSUs currently exercisable or exercisable within 60 days of October 31, 2013.

** 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) 1,269,700 shares owned by The J. Willard and Alice S. Marriott Foundation, a charitable foundation, for which Deborah Marriott Harrison serves as a trustee; (c) 9,496 shares held

directly by Deborah Marriott Harrison's husband, Ronald Taylor Harrison; (d) 1,926 shares owned jointly by Deborah Marriott Harrison and her husband;

CUSIP No. 57164Y 10 7

Page 9 of 23 Pages

(e) 502 shares held by two trusts for the benefit of Deborah Marriott Harrison's grandchildren, for which Deborah Marriott Harrison serves as a trustee; (f) 3,202 shares subject to Options, SARs, RSUs and deferred bonus stock held by Deborah Marriott Harrison's husband currently exercisable or exercisable within 60 days of October 31, 2013 (SAR underlying share amounts are based on the \$50.08 closing price of Marriott Vacations Worldwide Corporation common stock on October 31, 2013); (g) 38,500 shares held in five trusts for the benefit of Deborah Marriott Harrison's children, for which Deborah Marriott Harrison serves as a trustee; (h) 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 (i) 25,000 held by The JWM Generations Trust, 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: (a) the 35,425,607 shares of common stock outstanding as of October 4, 2013, as reported on the facing page of the Form 10-Q for the quarter ended September 6, 2013 filed by Marriott Vacations Worldwide Corporation; and (b) 3,417 shares subject to Options, SARs, RSUs and deferred bonus stock exercisable within 60 days of October 31, 2013.

CUSIP No. 57164Y 10 7

Page 10 of 23 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Stephen Blake Marriott
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

2 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS