

Marriott Vacations Worldwide Corp  
Form 10-12B/A  
September 30, 2011

As filed with the Securities and Exchange Commission on September 30, 2011

File No. 001-35219

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

**Amendment No. 2**  
**to**  
**Form 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Marriott Vacations Worldwide Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**45-2598330**  
*(I.R.S. Employer  
Identification No.)*

**6649 Westwood Blvd.**

**Orlando, FL**  
*(Address of Principal Executive Offices)*

**32821**  
*(Zip Code)*

**Registrant's telephone number, including area code:**

**(407) 206-6000**

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class to be so Registered</b> | <b>Name of Each Exchange on Which<br/>Each Class is to be Registered</b> |
|--|--|
| Common stock, par value \$0.01 per share       | The New York Stock Exchange, Inc.  |

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None.**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. (Check one):

|                         |   |                           |                          |
|-------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/>  | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10**

The information required by the following Form 10 Registration Statement items is contained in the Information Statement sections that we identify below, each of which we incorporate in this report by reference:

**Item 1. Business**

The information required by this item is contained under the sections Summary, Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business, Certain Relationships and Related Party Transactions and Where You Can Find More Information of the Information Statement.

**Item 1A. Risk Factors**

The information required by this item is contained under the section Risk Factors of the Information Statement.

**Item 2. Financial Information**

The information required by this item is contained under the sections Summary, Description of Capital Stock, Selected Historical Combined Financial Data, Unaudited Pro Forma Condensed Combined Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations of the Information Statement.

**Item 3. Properties**

The information required by this item is contained under the section Business Properties of the Information Statement.

**Item 4. Security Ownership of Certain Beneficial Owners and Management**

The information required by this item is contained under the section Security Ownership of Certain Beneficial Owners and Management of the Information Statement.

**Item 5. Directors and Executive Officers**

The information required by this item is contained under the section Management of the Information Statement.

**Item 6. Executive Compensation**

The information required by this item is contained under the section Executive Compensation of the Information Statement.

**Item 7. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item is contained under the sections Management, Executive Compensation and Certain Relationships and Related Party Transactions of the Information Statement.

**Item 8. Legal Proceedings**

The information required by this item is contained under the section **Business Legal Proceedings** of the Information Statement.

**Item 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters**

The information required by this item is contained under the sections Risk Factors, The Spin-Off, Dividend Policy, Executive Compensation and Description of Capital Stock of the Information Statement.

**Item 10. Recent Sales of Unregistered Securities**

None.

**Item 11. Description of Registrant's Securities to be Registered**

The information required by this item is contained under the section Description of Capital Stock of the Information Statement.

**Item 12. Indemnification of Directors and Officers**

The information required by this item is contained under the section Description of Capital Stock Liability and Indemnification of Directors and Officers of the Information Statement.

**Item 13. Financial Statements and Supplementary Data**

The information required by this item is contained under the sections Description of Capital Stock, Selected Historical Combined Financial Data, Unaudited Pro Forma Condensed Combined Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations and Index to Financial Statements of the Information Statement.

**Item 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 15. Financial Statements and Exhibits**

**(a) Financial Statements**

The information required by this item is contained under the section Index to Financial Statements beginning on page F-1 of the Information Statement. Information relating to schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission is included in the notes to the financial statements contained under the section Index to Financial Statements beginning on page F-1 of the Information Statement.

**(b) Exhibits**

We are filing the following documents as exhibits to this registration statement:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 2.1                | Form of Separation and Distribution Agreement between Marriott International, Inc. and Marriott Vacations Worldwide Corporation.* |
| 3.1                | Form of Restated Certificate of Incorporation of Marriott Vacations Worldwide Corporation.  |
| 3.2                | Form of Restated Bylaws of Marriott Vacations Worldwide Corporation.  |



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| Exhibit No. | Description  |
|-------------|--|
| 4.1         | Form of certificate representing shares of common stock, par value \$0.01 per share, of Marriott Vacations Worldwide Corporation.*   |
| 10.1        | Form of License, Services and Development Agreement between Marriott International, Inc., Marriott Vacations Worldwide Corporation and the other signatories thereto.*   |
| 10.2        | Form of License, Services and Development Agreement between The Ritz-Carlton Hotel Company, L.L.C., Marriott International, Inc., Marriott Vacations Worldwide Corporation and the other signatories thereto.*   |
| 10.3        | Form of Employee Benefits and Other Employment Matters Allocation Agreement between Marriott International, Inc. and Marriott Vacations Worldwide Corporation.*  |
| 10.4        | Form of Tax Sharing and Indemnification Agreement between Marriott International, Inc. and Marriott Vacations Worldwide Corporation.*  |
| 10.5        | Form of Marriott Rewards Affiliation Agreement between Marriott International, Inc., Marriott Rewards, LLC, Marriott Vacations Worldwide Corporation, Marriott Ownership Resorts, Inc. and the other signatories thereto.*   |
| 10.6        | Form of Non-Competition Agreement between Marriott International, Inc. and Marriott Vacations Worldwide Corporation.*  |
| 10.7        | Form of Omnibus Transition Services Agreement between Marriott International, Inc. and Marriott Vacations Worldwide Corporation.*  |
| 10.8        | Form of Payroll Services Agreement between Marriott International, Inc. and Marriott Vacations Worldwide Corporation*  |
| 10.9        | Form of Human Resources Transition Services Agreement between Marriott International, Inc. and Marriott Vacations Worldwide Corporation*   |
| 10.10       | Form of Information Resources Transition Services Agreement between Marriott International, Inc. and Marriott Vacations Worldwide Corporation*   |
| 10.11       | Form of Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan.  |
| 10.12       | Indenture and Servicing Agreement dated as of September 1, 2011 among Marriott Vacations Worldwide Owner Trust 2011-1, Marriott Ownership Resorts, Inc., and Wells Fargo Bank, National Association.*  |
| 10.13       | Sale Agreement dated as of September 1, 2011 between MORI SPC Series Corp. and Marriott Vacations Worldwide Owner Trust 2011-1.*   |
| 10.14       | Form of \$200,000,000 Credit Agreement dated as of October [ ], 2011, among Marriott Vacations Worldwide Corporation, Marriott Ownership Resorts, Inc., JPMorgan Chase Bank, N.A., as administrative agent, and the other financial institutions set forth in the agreement.*  |
| 10.15       | Form of Guarantee and Collateral Agreement to be entered into by Marriott Vacations Worldwide Corporation, Marriott Ownership Resorts, Inc. ( MORI ) and certain of MORI s subsidiaries, in favor of JPMorgan Chase Bank, N.A., as administrative agent for the financial institutions party to the foregoing \$200,000,000 Credit Agreement.* |
| 21.1        | Subsidiaries of Marriott Vacations Worldwide Corporation.  |
| 99.1        | Information Statement.   |
| 99.2        | Form of Certificate of Designation of the Cumulative Redeemable Series A Preferred Stock of MVW US Holdings, Inc.*   |

\*To be filed by amendment.  
Previously filed.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**Marriott Vacations Worldwide Corporation**

By: **/s/ Stephen P. Weisz**  
**Stephen P. Weisz**  
**President and Chief Executive Officer**

Date: September 30, 2011