Pritzker Nicholas J. Form 3 August 23, 2010

# FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: **SECURITIES** 

January 31, 2005

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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 \*

Pritzker Nicholas J.

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

08/17/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Hyatt Hotels Corp [H]

(Check all applicable)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

10 SOUTH WACKER DRIVE, **SUITE 1860** 

(Street)

Director Officer

10% Owner \_\_X\_\_ Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

See Note (3)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

CHICAGO, ILÂ 60606

(City) (State) (Zip)

1. Title of Security

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect

(I) (Instr. 5)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date

**Expiration Title** 

Amount or Number of Shares

Derivative Security

Direct (D) or Indirect

(I)

(Instr. 5)

Class B Common Stock  $\hat{A}$   $\stackrel{(1)}{=}$   $\stackrel{(1)}{=}$ 

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pritzker Nicholas J.

10 SOUTH WACKER DRIVE, SUITE 1860 Â Â Â See Note (3)
CHICAGO, ILÂ 60606

# **Signatures**

/s/ Nicholas J. 08/19/2010 Pritzker

\*\*Signature of Date
Reporting Person

## **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).
- As provided in the Issuer's Amended and Restated Certificate of Incorporation, 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, whether or not for value, except for certain permitted transfers described in the Issuer's Amended and Restated Certificate of Incorporation.
  - Represents shares allocated from a Pritzker Family U.S. Situs Trust to P.G. Nicholas Trust M ("Nicholas Trust"), a trust for which the Reporting Person is a co-trustee and a beneficiary. As such, no consideration was paid in connection with such allocation. The allocation of shares of Class B Common Stock from such Pritzker Family U.S. Situs Trust to Nicholas Trust constitutes a "permitted transfer" as
- (2) defined under the Issuer's Amended and Restated Certificate of Incorporation. Contemporaneous with such allocation, Marshall E. Eisenberg, solely in his capacity as a co-trustee of Nicholas Trust, has executed a joinder to, and thereby has become subject to the provisions of, the Amended and Restated Global Hyatt Agreement. Accordingly, immediately following the allocation, the shares will remain shares of Class B Common Stock.
  - Nicholas J. Pritzker, the Reporting Person, serves as co-trustee of Nicholas Trust and has investment power over the shares beneficially owned by Nicholas Trust. The Reporting Person is also the beneficiary of Nicholas Trust. In addition, the Reporting Person and Nicholas
- (3) Trust may be deemed to be members of a group because they have agreed to certain voting agreements and limitations on transfers of shares of Class A Common Stock and Class B Common Stock. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.

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.

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