Hyatt Hotels Corp
Form SC 13D/A
March 04, 2015

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 204.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 16)

Hyatt Hotels Corporation

(Name of Issuer)

Class A Common Stock, $0.01 par value per share

(Title of Class of Securities)

448579102

(CUSIP Number)

Michael A. Pucker, Esq.

Cathy A. Birkeland, Esq.

Latham & Watkins LLP

330 N. Wabash Avenue, Suite 2800

Chicago, Illinois 60611

(312) 876-7700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 25, 2015

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ¨

(Continued on following pages)

The information required in 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 (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).

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Marshall E. Eisenberg, not individually, but solely as trustee of the trust listed on Appendix A-1.

2. Check the Appropriate Box if a Member of a Group

(a) x (b) ¨

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ¨

6. Citizenship or Place of Organization

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 20,723,351*
	9.	Sole Dispositive Power 0

10. Shared Dispositive Power

20,723,351*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

20,723,351*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares x

13. Percent of Class Represented by Amount in Row (11)

14.1%*

14. Type of Reporting Person

OO

* Represents shares of the Issuer s Class A Common Stock, $0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer s Class B Common Stock, $0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). 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.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer s Current Report on

Form 8-K, filed February 26, 2015. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 146,636,976 shares of Common Stock outstanding as of February 25, 2015. With respect to matters upon which the Issuer s stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 18.1% of the total voting power of the Common Stock as of February 25, 2015. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

CIBC Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Appendix A-2.

2. Check the Appropriate Box if a Member of a Group

(a) x (b) ¨

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ¨

6. Citizenship or Place of Organization

Bahamian International Business Company

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,746,453*
	9.	Sole Dispositive Power

WITH 0

10. Shared Dispositive Power

1,746,453*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,746,453*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares x

13. Percent of Class Represented by Amount in Row (11)

1.2%*

14. Type of Reporting Person

OO

* Represents shares of the Issuer s Class A Common Stock, $0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer s Class B Common Stock, $0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). 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.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer s Current Report on Form 8-K, filed February 26, 2015. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 146,636,976 shares of Common Stock outstanding as of February 25, 2015. With respect to matters upon which the Issuer s stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 1.5% of the total voting power of the Common Stock as of February 25, 2015. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Marshall E. Eisenberg and Thomas J. Pritzker, not individually, but solely as co-trustees of the trust listed on Appendix A-3.

2. Check the Appropriate Box if a Member of a Group

(a) x (b) ¨

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ¨

6. Citizenship or Place of Organization

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. Sole Voting Power

0

8. Shared Voting Power

50,963*

9. Sole Dispositive Power

WITH 0

10. Shared Dispositive Power

50,963*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

50,963*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares x

13. Percent of Class Represented by Amount in Row (11)

Less than 0.1%*

14. Type of Reporting Person

OO

* Represents shares of the Issuer s Class A Common Stock, $0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer s Class B Common Stock, $0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). 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.

The Reporting Persons are party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Persons may be deemed to be members of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Persons and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Persons disclaim beneficial ownership.

All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer s Current Report on Form 8-K, filed February 26, 2015. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 146,636,976 shares of Common Stock outstanding as of February 25, 2015. With respect to matters upon which the Issuer s stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Persons represent less than 0.1% of the total voting power of the Common Stock as of February 25, 2015. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Thomas J. Pritzker, individually

2. Check the Appropriate Box if a Member of a Group

(a) x (b) ¨

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ¨

6. Citizenship or Place of Organization

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. Sole Voting Power

0

8. Shared Voting Power

0*

9. Sole Dispositive Power

0

10. Shared Dispositive Power

0*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares x

13. Percent of Class Represented by Amount in Row (11)

0.0%*

14. Type of Reporting Person

IN

* The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

Thomas J. Pritzker holds 119,707 stock appreciation rights (SARs) that are currently exercisable at an exercise price of $40.96, 127,410 SARs that are currently exercisable at an exercise price of $41.74, 105,450 SARs that are currently exercisable at an exercise price of $41.29, 103,690 SARs that are currently exercisable at an exercise price of $43.44 and 35,047 SARs that are currently exercisable at an exercise price of $49.39. Each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of Class A Common Stock at the exercise date, over the exercise price. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not determinable until the date of exercise and therefore is not included in the information above.

Thomas J. Pritzker is also the grantor and beneficiary of the trust listed on Appendix A-3, and has the right to revoke the trust at any time without the consent of any other person. As a result he could be deemed to be the sole beneficial owner of the shares owned by such trust.

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Jason Pritzker, individually

2. Check the Appropriate Box if a Member of a Group

(a) x (b) ¨

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ¨

6. Citizenship or Place of Organization

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 0
	8.	Shared Voting Power 1,410*
	9.	Sole Dispositive Power 0

10. Shared Dispositive Power

1,410*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,410*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares x

13. Percent of Class Represented by Amount in Row (11)

Less than 0.1%*

14. Type of Reporting Person

IN

* Represents shares of the Issuer s Class A Common Stock, $0.01 par value per share (the Class A Common Stock). The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer s Current Report on Form 8-K, filed February 26, 2015. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 146,636,976 shares of Common Stock outstanding as of February 25, 2015. With respect to matters upon which the Issuer s stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class A Common Stock owned by the Reporting Person represents less than 0.1% of the total voting power of the Common Stock as of February 25, 2015. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

EXPLANATORY NOTE: This Amendment No. 16 to Schedule 13D (Amendment No. 16) relates to the Class A Common Stock, $0.01 par value per share, of Hyatt Hotels Corporation, a Delaware corporation (the Issuer), which has its principal executive office at 71 South Wacker Drive, 12th Floor, Chicago, Illinois 60606. This Amendment No. 16 amends and supplements, as set forth below, the Schedule 13D filed by the Reporting Persons with respect to the Issuer on August 26, 2010 (the Original Schedule 13D), as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Persons on September 8, 2010 (Amendment No. 1), Amendment No. 2 to Schedule 13D filed by the Reporting Persons on May 18, 2011 (Amendment No. 2), Amendment No. 3 to Schedule 13D filed by the Reporting Persons on November 29, 2011 (Amendment No. 3), Amendment No. 4 to Schedule 13D filed by the Reporting Persons on December 19, 2011 (Amendment No. 4), Amendment No. 5 to Schedule 13D filed by the Reporting Persons on January 4, 2012 (Amendment No. 5), Amendment No. 6 to Schedule 13D filed by the Reporting Persons on August 22, 2012 (Amendment No. 6), Amendment No. 7 to Schedule 13D filed by the Reporting Persons on December 4, 2012 (Amendment No. 7), Amendment No. 8 to Schedule 13D filed by the Reporting Persons on December 18, 2012 (Amendment No. 8), Amendment No. 9 to the Schedule 13D filed by the Reporting Persons on May 17, 2013 (Amendment No. 9), Amendment No. 10 to the Schedule 13D filed by the Reporting Persons on June 6, 2013 (Amendment No. 10), Amendment No. 11 to the Schedule 13D filed by the Reporting Persons on June 21, 2013 (Amendment No. 11), Amendment No. 12 to the Schedule 13D filed by the Reporting Persons on September 6, 2013 (Amendment No. 12), Amendment No. 13 to the Schedule 13D filed by the Reporting Persons on December 2, 2013 (Amendment No. 13), Amendment No. 14 to the Schedule 13D filed by the Reporting Persons on January 3, 2014 (Amendment No. 14) and Amendment No. 15 to the Schedule 13D filed by the Reporting Person on April 1, 2014 (Amendment No. 15). The Original Schedule 13D, as amended and supplemented by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, Amendment No. 12, Amendment No. 13, Amendment No. 14 and Amendment No. 15, is referred to as the Schedule 13D. All capitalized terms not otherwise defined herein have the meanings ascribed to them in the Schedule 13D. The Schedule 13D is amended and supplemented by adding the information contained herein. Only those items amended are reported herein.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is amended and supplemented as follows:

On January 1, 2015, CIBC Trust Company (Bahamas) Limited (CIBC), as trustee of certain trusts for the benefit of Thomas J. Pritzker and certain of his lineal descendants, transferred 1,746,453 shares of Class B Common Stock to certain other trusts for the benefit of Thomas J. Pritzker and certain of his lineal descendants, of which CIBC also serves as trustee (the 1/1/2015 Transfer). No consideration was paid in connection with the 1/1/2015 Transfer and the 1/1/2015 Transfer constitutes a Permitted Transfer as defined in the Issuer s Amended and Restated Certificate of Incorporation and, accordingly, the transferred shares of Class B Common Stock remain shares of Class B Common Stock following the 1/1/2015 Transfer.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is amended and supplemented as follows:

The 1/1/2015 Transfer was completed on January 1, 2015, as described in Item 3 of this Amendment No. 16.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended and supplemented as follows:

(a)-(b) Based solely on the information contained in an amendment to the Schedule 13D filed by a Separately Reporting Group Member, the Separately Filing Group Member entered into purchase and sale agreements with the Issuer on November 3, 2014, pursuant to which the Issuer agreed to repurchase an aggregate of 1,122,000 shares of Class B Common Stock from the Separately Filing Group Member for $60.1987 per share. The transactions closed on November 4, 2014.

Based solely on the information contained in an amendment to the Schedule 13D filed by a Separately Reporting Group Member, the Separately Filing Group Member entered into purchase and sale agreements with the Issuer on February 24, 2015, pursuant to which the Issuer agreed to repurchase an aggregate of 750,000 shares of Class B Common Stock from the Separately Filing Group Member for $59.5389 per share. The transactions closed on February 25, 2015.

As of the date hereof, the Reporting Persons in the aggregate may be deemed to be the beneficial owners of 1,410 shares of currently issued Class A Common Stock and 22,520,767 shares of Class B Common Stock beneficially owned by the Reporting Persons. Based on the number of shares of Class B Common Stock outstanding as of February 25, 2015, the number of shares of Class B Common Stock beneficially owned by the Reporting Persons represents 20.4% of the total number of shares of Class B Common Stock outstanding. Based on the number of shares of Common Stock outstanding as of February 25, 2015, the number of shares of Common Stock beneficially owned by the Reporting Persons represents 15.4% of the total number of shares of Common Stock outstanding and 19.7% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Thomas J. Pritzker holds 119,707 SARs that are currently exercisable at an exercise price of $40.96, 127,410 SARs that are currently exercisable at an exercise price of $41.74, 105,450 SARs that are currently exercisable at an exercise price of $41.29, 103,690 SARs that are currently exercisable at an exercise price of $43.44 and 35,047 SARs that are currently exercisable at an

exercise price of $49.39. Each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of Class A Common Stock at the exercise date, over the exercise price. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not determinable until the date of exercise and therefore is not included in the information above.

Schedule A attached to this Amendment No. 16 amends and restates, in its entirety, Schedule A attached to the Schedule 13D. Schedule A attached to this Amendment No. 16 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by each Reporting Person. The shares beneficially owned by Marshall E. Eisenberg, as Trustee, are held indirectly. Such shares are held directly by THHC, L.L.C., a member-managed Delaware limited liability company formed for the purpose of acquiring shares of the Issuer s Common Stock, and a majority of the limited liability company interests of THHC, L.L.C. are owned by, and THHC, L.L.C. is controlled by, the trust listed on Appendix A-1.

Based solely on the information contained in the Schedule 13Ds, as amended, filed by the Separately Filing Group Members, as of the date hereof, the Pritzker Family Group in the aggregate may be deemed to be the beneficial owners of 24,530 shares of currently issued Class A Common Stock and 85,543,377 shares of Class A Common Stock issuable upon conversion of 85,543,377 shares of Class B Common Stock beneficially owned by the Pritzker Family Group. The number of shares of Class A Common Stock beneficially owned by the Pritzker Family Group and currently issued represents less than 0.1% of the total number of shares of Class A Common Stock outstanding, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The number of shares of Class B Common Stock beneficially owned by the Pritzker Family Group represents 77.3% of the total number of shares of Class B Common Stock outstanding. The number of shares of Common Stock beneficially owned by the Pritzker Family Group represents 58.4% of the total number of shares of Common Stock outstanding and 74.9% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule B attached to this Amendment No. 16 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 16 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock

outstanding, voting together as a single class, represented by the shares beneficially owned by the Reporting Persons and each Separately Filing Group Member. All information with regard to the Separately Filing Group Members is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer
Item 6 of the Schedule 13D is amended and supplemented as follows**:**

On January 1, 2015, in connection with the 1/1/2015 Transfer, CIBC, solely as trustee of the trusts listed on Appendix A-2 hereto, executed a joinder to, and thereby became subject to the provisions of, the Foreign Global Hyatt Agreement.

SIGNATURES

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.

Dated: March 4, 2015

/s/ Marshall E. Eisenberg

Marshall E. Eisenberg, not individually, but solely in the capacity as trustee of the trust listed on Appendix A-1.

CIBC Trust Company (Bahamas) Limited, solely as trustee of the trusts listed on Appendix A-2.

By: /s/ Schevon Miller
Authorized Signatory*

By: /s/ Helen Carroll
Authorized Signatory*

/s/ Marshall E. Eisenberg

Marshall E. Eisenberg, not individually, but solely in the capacity as co-trustee of the trust listed on Appendix A-3.

/s/ Thomas J. Pritzker

Thomas J. Pritzker, not individually, but solely in the capacity as co-trustee of the trust listed on Appendix A-3.

/s/ Thomas J. Pritzker

Thomas J. Pritzker, individually

/s/ Jason Pritzker

Jason Pritzker, individually

* A Secretary s Certificate evidencing the authority of such persons to sign and file this Amendment No. 16 on behalf of CIBC Trust Company (Bahamas) Limited was previously filed as Exhibit 20 to the Schedule 13D and is incorporated by reference herein.

[Signature Page to Amendment No. 16 to Schedule 13D]

Appendix A-1

Name of Trust	**Jurisd. of Org.**
F.L.P. Trust #11	Illinois

Appendix A-2

Name of Trusts	Jurisd. of Org.
Trust 551-A	Bahamas
Trust 1740-A	Bahamas
Trust 1740-B	Bahamas
Trust 1740-C	Bahamas
Trust 1740-D	Bahamas

Appendix A-3

Name of Trust	**Jurisd. of Org.**
TJP Revocable Trust	Illinois

Schedule A

Certain Information Regarding the

Reporting Persons[1]

Name of Beneficial Owner	Class A Common Stock[2] Shares	% of Class A	Class B Common Stock[3] Shares	% of Class B	% of Total Common Stock[4]	% of Total Voting Power[5]
Marshall E. Eisenberg, not individually, but solely in the capacity as trustee of the trust listed on Appendix A-1.			20,723,351	18.7%	14.1%	18.1%
CIBC Trust Company (Bahamas) Limited, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-2.			1,746,453	1.6%	1.2%	1.5%
Thomas J. Pritzker and Marshall E. Eisenberg, not individually, but solely in the capacity as co-trustees of the trust listed on Appendix A-3.			50,963	*	*	*
Thomas J. Pritzker, individually.[6]						
Jason Pritzker, individually.	1,410	*			*	*

* Less than 1% beneficial ownership

1 All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer s Current Report on Form 8-K, filed February 26, 2015.

2 The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 35,981,513 shares of the Class A Common Stock outstanding as of February 25, 2015, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

3 The information shown in the table with respect of the percentage of Class B Common Stock beneficially owned is based on 110,655,463 shares of Class B Common Stock outstanding as of February 25, 2015.

4 The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock outstanding as of February 25, 2015.

5 With respect to matters upon which the Issuer s stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is

entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

6 Thomas J. Pritzker holds 119,707 stock appreciation rights (SARs) that are currently exercisable at an exercise price of $40.96, 127,410 SARs that are currently exercisable at an exercise price of $41.74, 105,450 SARs that are currently exercisable at an exercise price of $41.29, 103,690 SARs that are currently exercisable at an exercise price of $43.44 and 35,047 SARs that are currently exercisable at an exercise price of $49.39. Each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of Class A Common Stock at the exercise date, over the exercise price. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not determinable until the date of exercise and therefore is not included in the information above. Thomas J. Pritzker is also the grantor of the trust set forth on Appendix A-3, and has the right to revoke the trust at any time without the consent of another person. As a result he could be deemed to be the sole beneficial owner of the shares owned by such trust.

Schedule B

Certain Information Regarding the

Separately Filing Group Members[1]

Separately Filing Group Member	Class A Common Stock[2] Shares	% of Class A	Class B Common Stock[3] Shares	% of Class B	% of Total Common Stock[4]	% of Total Voting Power[5]
Trustee of the Non-U.S. Situs Trusts[6]			882,956	0.8%	0.6%	0.8%
Trustees of the Thomas J. Pritzker Family Trusts and Other Reporting Persons[7]	1,410	*	22,520,767	20.4%	15.4%	19.7%
Trustees of the Nicholas J. Pritzker Family Trusts and Other Reporting Persons[8]			1,409,437	1.3%	1.0%	1.2%
Trustees of the Jennifer N. Pritzker Family Trusts[9]	8,470	*	2,319,002	2.1%	1.6%	2.0%
Trustees of the Linda Pritzker Family Trusts[10]						
Trustees of the Karen L. Pritzker Family Trusts[11]			8,584,104	7.8%	5.9%	7.5%
Trustees of the Penny Pritzker Family Trusts and Other Reporting Persons[12]	14,650	*	10,465,797	9.5%	7.1%	9.2%
Trustees of the Daniel F. Pritzker Family Trusts[13]			8,285,378	7.5%	5.7%	7.3%
Trustees of the Anthony N. Pritzker Family Trusts[14]			6,186,817	5.6%	4.2%	5.4%
Trustees of the Gigi Pritzker Pucker Family Trusts and Other Reporting Persons[15]			18,837,636	17.0%	12.8%	16.5%
Trustees of the Jay Robert Pritzker Family Trusts[16]			6,051,483	5.5%	4.1%	5.3%
Pritzker Family Group Totals	24,530	*	85,543,377	77.3%	58.4%	74.9%

* Less than 1% beneficial ownership

1 All references to the number of shares outstanding are as of February 25, 2015, as reported in the Issuer s Current Report on Form 8-K, filed February 26, 2015.

2

The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 35,981,513 shares of the Class A Common Stock outstanding as of February 25, 2015, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

3 The information shown in the table with respect of the percentage of Class B Common Stock beneficially owned is based on 110,655,463 shares of Class B Common Stock outstanding as of February 25, 2015.

4 The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock outstanding as of February 25, 2015.

5 With respect to matters upon which the Issuer s stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of February 25, 2015, which is comprised of 35,981,513 shares of Class A Common Stock and 110,655,463 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

6 *See* the Schedule 13D filed on August 26, 2010, as amended, by the CIBC Trust Company (Bahamas) Limited, solely as trustee of the Non-U.S. Situs Trusts listed on Appendix A to the Schedule 13D, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.

7 *See* the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office. Thomas J. Pritzker holds 119,707 stock appreciation rights (SARs) that are currently exercisable at an exercise price of $40.96, 127,410 SARs that are currently exercisable at an exercise price of $41.74, 105,450 SARs that are currently exercisable at an exercise price of $41.29, 103,690 SARs that are currently exercisable at an exercise price of $43.44 and 35,047 SARs that are currently exercisable at an exercise price of $49.39. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not currently determinable and therefore not included in the table above because each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of A Common Stock at the exercise date, which is not determinable until the date of exercise, over the exercise price.

[8] *See* the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.

[9] *See* the Schedule 13D filed on August 26, 2010, as amended, by Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.

[10] *See* the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.

[11] *See* the Schedule 13D filed on August 26, 2010, as amended, by Walter W. Simmers, Andrew D. Wingate and Lucinda Falk, not individually, but solely as co-trustees for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.

[12] *See* the Schedule 13D filed on August 26, 2010, as amended, by John Kevin Poorman, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.

[13] *See* the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.

[14] *See* the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.

[15] *See* the Schedule 13D filed on August 26, 2010, as amended, by Gigi Pritzker Pucker and Edward W. Rabin, not individually, but solely as trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein on, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.

[16] *See* the Schedule 13D filed on August 26, 2010, as amended, by Thomas J. Muenster, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer s jurisdiction of organization, principal business, and address of principal office.