

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

**FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**MARRIOTT VACATIONS WORLDWIDE CORPORATION**  
(Exact name of registrant as specified in its charter)

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

**6531**  
(Primary Standard Industrial  
Classification Code Number)

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

**6649 Westwood Blvd.  
Orlando, Florida 32821  
(407) 206-6000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**James H Hunter, IV**  
**Executive Vice President and General Counsel**  
**Marriott Vacations Worldwide Corporation**  
**6649 Westwood Blvd.**  
**Orlando, Florida 32821**  
**(407) 206-6000**

(Address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**David Fox, P.C.**  
**David Feirstein, P.C.**  
**Kirkland & Ellis LLP**  
**601 Lexington Avenue**  
**New York, New York 10022**  
**(212) 446-4800**

**Victoria J. Kincke**  
**General Counsel**  
**ILG, Inc.**  
**6262 Sunset Drive**  
**Miami, Florida 33143**  
**(305) 666-1861**

**Scott A. Barshay, Esq.**  
**David M. Klein, Esq.**  
**Paul, Weiss, Rifkind, Wharton &**  
**Garrison LLP**  
**1285 6th Avenue**  
**New York, New York 10019-6064**  
**(212) 373-3000**

**Approximate date of commencement of proposed sale to the public: As soon as practicable on or after the effective date of this registration statement after all other conditions to the completion of the merger described herein have been satisfied or waived.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering  Registration No. 333-225476

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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### CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|---|---|----------------------------|
| Common Stock, \$0.01 par value per share           | 25,000 (1)              | N/A                                       | \$3,093,936.30 (2)                        | \$386 (3)                  |

- (1) Represents the maximum number of additional shares of common stock, par value \$0.01 per share ("MVW Common Stock") of Marriott Vacations Worldwide Corporation ("MVW"), estimated to be issued upon the completion of the acquisition of ILG, Inc. ("ILG") by MVW through a series of business combinations (the "Combination Transactions"), as described in the Registration Statement on Form S-4 (File No. 333-225476), which was declared effective on July 23, 2018 (the "Prior Registration Statement"). In connection with the filing of the Prior Registration Statement, MVW has previously registered 20,954,411 shares of MVW Common Stock with the Securities and Exchange Commission. MVW now anticipates that up to 20,979,411 shares of MVW Common Stock may be issued in the Combination Transactions.
- (2) Pursuant to Rules 457(c), 457(f)(1) and 457(f)(3) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and solely for the purpose of calculating the registration fee, the proposed aggregate maximum offering price is (a) the product of (i) \$35.17 (the average of the high and low prices of common stock, par value \$0.01 per share, of ILG, Inc. ("ILG common stock") as reported on the NASDAQ Stock Market on August 28, 2018) and (ii) 151,515, the estimated maximum number of additional shares of ILG common stock that may be exchanged for the merger consideration (as defined in the Prior Registration Statement, incorporated by reference herein), less (b) the estimated aggregate amount of cash to be paid by the registrant as merger consideration with respect to such additional shares. MVW previously paid a filing fee of \$307,525.02 in connection with registering 20,954,411 shares of MVW Common Stock pursuant to the Prior Registration Statement.
- (3) Calculated pursuant to Section 6(b) of the Securities Act and SEC Fee Advisory #7 for Fiscal Year 2018 at a rate equal to \$124.50 per \$1,000,000 of the proposed maximum offering price.

**This registration statement will become effective automatically upon filing with the Commission pursuant to Rule 462(b) under the Securities Act.**

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## **EXPLANATORY NOTE**

This registration statement is being filed with the Securities and Exchange Commission pursuant to General Instruction K of Form S-4 and Rule 462(b) of the Securities Act for the sole purpose of registering an additional 25,000 shares of MVW Common Stock for issuance to the ILG stockholders as part of the merger consideration pursuant to the merger agreement (as defined in the Prior Registration Statement, incorporated by reference herein). MVW has previously registered 20,954,411 shares of MVW Common Stock pursuant to the Prior Registration Statement.

### **INCORPORATION OF DOCUMENTS BY REFERENCE**

This registration statement incorporates by reference the contents of the Prior Registration Statement on Form S-4 (Registration No. 333-225476), including all amendments, supplements and exhibits thereto and all information incorporated or deemed to be incorporated by reference therein. Additional opinions and consents required to be filed with this Registration Statement are listed on the Exhibit Index attached to and filed with this Registration Statement.

## EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Exhibit Description</u>  |
|-----------------------|---|
| 5.1                   | <a href="#"><u>Opinion of Kirkland &amp; Ellis LLP</u></a>  |
| 23.1                  | <a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm for Marriott Vacations Worldwide Corporation</u></a> |
| 23.2                  | <a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm for ILG, Inc.</u></a>                                |
| 23.3                  | <a href="#"><u>Consent of Kirkland &amp; Ellis LLP (included in Exhibit 5.1)</u></a>  |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, Marriott Vacations Worldwide Corporation, has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Orlando, State of Florida, on August 31, 2018.

**Marriott Vacations Worldwide Corporation**

By: /s/ John E. Geller, Jr.  
John E. Geller, Jr.  
*Executive Vice President and Chief Financial and  
Administrative Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

/s/ William J. Shaw  
William J. Shaw  
*Chairman*  
Date: August 31, 2018

/s/ C.E. Andrews  
C.E. Andrews  
*Director*  
Date: August 31, 2018

/s/ Raymond L. Gellein, Jr.  
Raymond L. Gellein, Jr.  
*Director*  
Date: August 31, 2018

/s/ John E. Geller, Jr.  
John E. Geller, Jr.  
*Executive Vice President and Chief Financial and  
Administrative Officer (Principal Financial Officer)*  
Date: August 31, 2018

/s/ Thomas J. Hutchison III

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Thomas J. Hutchison III

*Director*

Date: August 31, 2018

/s/ Melquiades R. Martinez

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Melquiades R. Martinez

*Director*

Date: August 31, 2018

/s/ William W. McCarten

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William W. McCarten

*Director*

Date: August 31, 2018

/s/ Dianna F. Morgan

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Dianna F. Morgan

*Director*

Date: August 31, 2018

/s/ Laurie A. Sullivan

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Laurie A. Sullivan

*Senior Vice President, Corporate Controller and  
Chief Accounting Officer (Principal Accounting Officer)*

Date: August 31, 2018

/s/ Stephen P. Weisz

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Stephen P. Weisz

*President, Chief Executive Officer (Principal Executive  
Officer) and Director*

Date: August 31, 2018

**KIRKLAND & ELLIS LLP**  
AND AFFILIATED PARTNERSHIPS

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New York, NY 10022  
United States

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www.kirkland.com

August 31, 2018

Marriott Vacations Worldwide Corporation  
6649 Westwood Blvd.  
Orlando, Florida 32821

Re: *Marriott Vacations Worldwide Corporation*  
*Registration Statement on Form S-4*

Ladies and Gentlemen:

We are acting as special counsel to Marriott Vacations Worldwide Corporation, a Delaware corporation (the "Company"), in connection with the registration by the Company of an additional 25,000 shares (the "Additional Shares") of Common Stock, par value \$0.01 per share, of the Company (the "Common Stock"), pursuant to a Registration Statement on Form S-4 filed with the Securities and Exchange Commission (the "Commission") on the date hereof, under Rule 462(b) of the Securities Act of 1933, as amended (the "Act") (such Registration Statement, as amended or supplemented, is hereinafter referred to as the "Registration Statement"). The Company previously registered 20,954,411 shares of Common Stock on a registration statement on Form S-4 (File No. 333-225476), as amended (the "Prior Registration Statement"), originally filed with the Commission on June 7, 2018. The Additional Shares are to be issued in connection with the transactions contemplated by the Agreement and Plan of Merger, dated as of April 30, 2018 (the "Merger Agreement"), by and among the Company, ILG, Inc. ("ILG"), Ignite Holdco, Inc., a wholly owned direct subsidiary of ILG ("Holdco"), Ignite Holdco Subsidiary, Inc., a wholly owned direct subsidiary of Holdco, Volt Merger Sub, Inc., a wholly owned direct subsidiary of the Company, and Volt Merger Sub, LLC, a wholly owned direct subsidiary of the Company. The issuance of the Additional Shares is referred to herein as the "Issuance."

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the Merger Agreement filed as Exhibit 2.1 to the Prior Registration Statement; (ii) the Restated Certificate of Incorporation of the Company in the form filed as Exhibit 3.1 to the Prior Registration Statement; (iii) the Restated By-laws of the Company in the form filed as Exhibit 3.2 to the Prior Registration Statement; (iv) minutes and records of the corporate proceedings of the Company with respect to the Issuance; and (v) the Registration Statement and the Prior Registration Statement.

Beijing Boston Chicago Hong Kong Houston London Los Angeles Munich Palo Alto San Francisco Shanghai Washington, D.C.

Marriott Vacations Worldwide Corporation

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For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of officers and other representatives of the Company and others as to factual matters.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that when the Registration Statement becomes effective under the Act, the Additional Shares, when issued in accordance with the Merger Agreement, will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware constitution and reported judicial decisions interpreting the foregoing).

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in the Prior Registration Statement, which is incorporated by reference in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the Issuance.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise.



KIRKLAND & ELLIS LLP

Marriott Vacations Worldwide Corporation  
August 31, 2018  
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This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Very truly yours,

/s/ Kirkland & Ellis LLP

Kirkland & Ellis LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption “Experts” in the Registration Statement (Form S-4 File No. 333-225476) and related Prospectus of Marriott Vacations Worldwide Corporation, which is incorporated by reference in this Registration Statement (Form S-4 No. 333-XXXX) for the registration of 25,000 shares of its common stock and to the incorporation by reference therein of our report dated February 27, 2018, except for the retrospective changes for revenue described in Note 1 and the subsequent events described in Note 18, as to which the date is June 5, 2018, with respect to the consolidated financial statements of Marriott Vacations Worldwide Corporation included in its Current Report on Form 8-K dated June 5, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Orlando, Florida  
August 30, 2018

**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption “Experts” in the Registration Statement on (Form No. 333-225476) and related Prospectus of Marriott Vacations Worldwide Corporation, which is incorporated by reference in this registration statement (Form S-4) for the registration of 25,000 shares of MVW common stock and to the incorporation by reference therein of our report dated February 28, 2018, except for the retrospective changes for revenue described in Note 2 and the subsequent events described in Note 27, as to which the date is June 5, 2018, with respect to the consolidated financial statements and schedule of ILG, Inc. and subsidiaries included in its Current Report on Form 8-K dated June 5, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Miami, Florida  
August 30, 2018