
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) December 6, 2018

Marriott Vacations Worldwide Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35219
(Commission
File Number)

45-2598330
(IRS 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

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 6, 2018, the Compensation Policy Committee of Marriott Vacations Worldwide Corporation (“MVW”) approved certain restricted stock unit awards to executives in connection with their successful efforts to enter into the Agreement and Plan of Merger, dated April 30, 2018, among MVW, ILG, Inc. and their subsidiaries party thereto (the “Merger Agreement”) and consummate the transactions contemplated by the Merger Agreement on September 1, 2018 and in order to incentivize the executives to continue their employment following the closing. Awards to MVW’s named executive officers equal \$750,000 for Stephen P. Weisz, President and Chief Executive Officer; \$300,000 for John E. Geller, Jr., Executive Vice President and Chief Financial and Administrative Officer; \$200,000 for R. Lee Cunningham, Executive Vice President and Chief Operating Officer, Vacation Ownership; \$200,000 for Brian E. Miller, Executive Vice President and Chief Marketing, Sales and Service Officer; and \$200,000 for Lizabeth Kane-Hanan, Executive Vice President and Chief Development and Product Officer. The awards will vest in one tranche on the 15th day of the month in which the third anniversary of the grant date occurs.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARRIOTT VACATIONS WORLDWIDE CORPORATION

(Registrant)

Date: December 12, 2018

By: /s/ John E. Geller, Jr.

Name: John E. Geller, Jr.

Title: Executive Vice President and Chief Financial and Administrative Officer