

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

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)

42-2598330

(I.R.S. Employer Identification No.)

7812 Palm Parkway

Orlando, FL 32836

(Address of Principal Executive Offices, Zip Code)

Marriott Vacations Worldwide Corporation 2020 Equity Incentive Plan

(Full title of the plan)

James H Hunter, IV

Executive Vice President and General Counsel

Marriott Vacations Worldwide Corporation

7812 Palm Parkway, Orlando, FL 32836

(407) 206-6000

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Marriott Vacations Worldwide Corporation (the “Company” or the “Registrant”) to register 1,250,000 shares of the Company’s common stock with respect to the Marriott Vacations Worldwide Corporation 2020 Equity Incentive Plan (the “Plan”), which is in addition to the 1,776,253 shares of the Company’s common stock previously registered on the Company’s Registration Statement on Form S-8 filed with the U.S. Securities and Exchange Commission (the “Commission”) on June 23, 2020 ([File No. 333-239368](#)) (the “Prior Registration Statement”).

This Registration Statement relates to securities of the same class as those registered under the Prior Registration Statement and is being filed in accordance with General Instruction E to Form S-8 regarding the registration of additional securities under the Plan. Pursuant to such instruction, the contents of the Prior Registration Statement are hereby incorporated by reference in and made part of this Registration Statement, except to the extent supplemented, superseded or modified by the specific information set forth below or the specific exhibits attached hereto. Also pursuant to General Instruction E to Form S-8, the filing fee is being paid only with respect to the 1,250,000 shares of the Company’s common stock not previously registered.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	Second Restated Certificate of Incorporation of Marriott Vacations Worldwide Corporation (incorporated by reference to Exhibit 3.2 of the Company’s Current Report on Form 8-K filed on May 15, 2023).
4.2	Restated Bylaws of Marriott Vacations Worldwide Corporation (incorporated by reference to Exhibit 3.3 to the Company’s Quarterly Report on Form 8-Q filed on August 4, 2023).
4.3	Marriott Vacations Worldwide Corporation 2020 Equity Incentive Plan, as amended and restated effective May 10, 2024 (incorporated by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed on May 14, 2024).
5*	Opinion of Foley & Lardner LLP
23.1*	Consent of Foley & Lardner LLP (included in Exhibit 5)
23.2*	Consent of Ernst & Young LLP
24.1*	Power of Attorney (included on the signature page hereto)
107*	Filing Fee Table

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 this 23rd day of May, 2024.

Marriott Vacations Worldwide Corporation

By: /s/ James H Hunter, IV

Name: James H Hunter, IV

Title: Executive Vice President, General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James H Hunter, IV the individual's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments or supplements, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John E. Geller, Jr.</u> John E. Geller, Jr.	President and Chief Executive Officer and Director (Principal Executive Officer)	May 23, 2024
<u>/s/ Jason P. Marino</u> Jason P. Marino	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 23, 2024
<u>/s/ Kathleen A. Pighini</u> Kathleen A. Pighini	Senior Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	May 23, 2024
<u>/s/ William J. Shaw</u> William J. Shaw	Chairman - Director	May 23, 2024
<u>/s/ C.E. Andrews</u> C.E. Andrews	Director	May 23, 2024
<u>/s/ Lizanne Galbreath</u> Lizanne Galbreath	Director	May 23, 2024
<u>/s/ Mary E. Galligan</u> Mary E. Galligan	Director	May 23, 2024
<u>/s/ Raymond L. Gellein, Jr</u> Raymond L. Gellein, Jr	Director	May 23, 2024
<u>/s/ Jonice M. Gray</u> Jonice M. Gray	Director	May 23, 2024

Signature	Title	Date
<u>/s/ Melquiades R. Martinez</u> Melquiades R. Martinez	Director	May 23, 2024
<u>/s/ William W. McCarten</u> William W. McCarten	Director	May 23, 2024
<u>/s/ Dianna F. Morgan</u> Dianna F. Morgan	Director	May 23, 2024
<u>/s/ Stephen R. Quazzo</u> Stephen R. Quazzo	Director	May 23, 2024

Calculation of Filing Fee Tables
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MARRIOTT VACATIONS WORLDWIDE CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	Other	1,250,000 ⁽³⁾	\$96.42 ⁽²⁾	\$120,525,000 ⁽²⁾	0.0001476	\$17,790
Total Offering Amounts				—	\$120,525,000	—	\$17,790
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$17,790

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of common stock of Marriott Vacations Worldwide Corporation (the “Registrant”) that become issuable under the Marriott Vacations Worldwide Corporation 2020 Equity Incentive Plan (the “Plan”) in accordance with the adjustment and anti-dilution provisions of the Plan.
- (2) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee based on a per share price of \$96.42, the average of the high and low price per share of the Registrant’s common stock as reported on the New York Stock Exchange on May 21, 2024.
- (3) Represents 1,250,000 shares of the Registrant’s common stock issuable under the Plan.

**ATTORNEYS AT LAW**

777 EAST WISCONSIN AVENUE
MILWAUKEE, WI 53202-5306
414.271.2400 TEL
414.297.4900 FAX
foley.com

May 23, 2024

Marriott Vacations Worldwide Corporation
7812 Palm Parkway
Orlando, Florida 32836

Ladies and Gentlemen:

We have acted as counsel for Marriott Vacations Worldwide Corporation, a Delaware corporation (the “Company”), in conjunction with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), relating to the 1,250,000 additional shares (the “Registered Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), that may be issued pursuant to the Marriott Vacations Worldwide Corporation 2020 Equity Incentive Plan (the “Plan”).

In connection with our representation, we have examined: (i) the Plan and related documents; (ii) the Registration Statement, including the exhibits (including those incorporated by reference) constituting a part of the Registration Statement; (iii) the Restated Certificate of Incorporation and the Restated Bylaws of the Company; (iv) the resolutions of the Company’s Board of Directors relating to the Plan and the issuance of Common Stock thereunder; and (v) such other corporate proceedings, documents and records as we have deemed necessary or appropriate to enable us to render this opinion. In our examination of the above-referenced documents, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

It is understood that this opinion is to be used only in connection with the offer and sale of the Registered Shares while the Registration Statement is effective.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus that forms a part thereof, other than as expressly stated herein with respect to the issuance of the Registered Shares.

Based upon the foregoing, we are of the opinion that each of the Registered Shares, if and when issued by the Company pursuant to the terms and conditions of the Plan and as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

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TAMPA
TOKYO
WASHINGTON, D.C.



FOLEY & LARDNER LLP

Marriott Vacations Worldwide Corporation
May 23, 2024
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We consent to the use of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not admit that we are “experts” within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Foley & Lardner LLP

Foley & Lardner LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Marriott Vacations Worldwide Corporation 2020 Equity Incentive Plan of our reports dated February 27, 2024, with respect to the consolidated financial statements of Marriott Vacations Worldwide Corporation and the effectiveness of internal control over financial reporting of Marriott Vacations Worldwide Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Orlando, Florida

May 23, 2024