
**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) September 28, 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 8.01 Other Events.

On September 28, 2018, Marriott Vacations Worldwide Corporation (the “Company”) entered into a supplemental indenture (the “Supplemental Indenture”) to the Indenture, dated as of April 10, 2015 (the “Indenture”), among Interval Acquisition Corp., the guarantors party thereto and HSBC Bank USA, National Association, as trustee. Pursuant to the Supplemental Indenture, the Company was added as a party to and a guarantor under the Indenture.

The foregoing description of the Supplemental Indenture does not purport to be complete and is qualified in its entirety by reference to the Supplemental Indenture, which is included in this Current Report on Form 8-K as Exhibit 4.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are being filed herewith:

Exhibit Number	Description
<u>4.1</u>	Supplemental Indenture, dated September 28, 2018, among Interval Acquisition Corp., Marriott Vacations Worldwide Corporation and HSBC Bank USA, National Association, as trustee.

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: October 4, 2018

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

Name: John E. Geller, Jr.

Title: Executive Vice President and Chief Financial and Administrative Officer

SUPPLEMENTAL INDENTURE,

dated as of September 28, 2018,

among

INTERVAL ACQUISITION CORP.

The Guarantor Party Hereto

and

HSBC BANK USA, NATIONAL ASSOCIATION,

as Trustee

5.625% Senior Notes due 2023

THIS SUPPLEMENTAL INDENTURE (this “**Supplemental Indenture**”), entered into as of September 28, 2018, among INTERVAL ACQUISITION CORP., a Delaware corporation (the “**Issuer**”), MARRIOTT VACATIONS WORLDWIDE CORPORATION, a Delaware corporation (the “**Undersigned**”), and HSBC BANK USA, NATIONAL ASSOCIATION, as trustee (the “**Trustee**”).

RECITALS

WHEREAS, the Issuer, ILG, LLC (formerly Interval Leisure Group, Inc.), a Delaware limited liability company and the parent company of the Issuer (“**ILG**”), the other Guarantors party thereto and the Trustee entered into an Indenture, dated as of April 10, 2015 (as amended, supplemented or otherwise modified through the date hereof, the “**Indenture**”), relating to the Issuer’s 5.625% Senior Notes due 2023 (the “**Notes**”);

WHEREAS, ILG was acquired by the Undersigned through a series of business combinations pursuant to that certain Agreement and Plan of Merger, dated as of April 30, 2018, by and among the Undersigned, ILG and certain other entities party thereto;

WHEREAS, Section 9.01(d) of the Indenture provides that the Issuer and the Trustee may amend the Indenture or the Notes without notice to or consent of any Noteholder to add Guarantees with respect to the Notes.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and intending to be legally bound, the parties to this Supplemental Indenture hereby agree as follows:

Section 1. Capitalized terms used herein and not otherwise defined herein are used as defined in the Indenture.

Section 2. The Undersigned, by its execution of this Supplemental Indenture, agrees to be a Guarantor under the Indenture and to be bound by the terms of the Indenture applicable to Guarantors, including, but not limited to, Article 10 thereof.

Section 3. This Supplemental Indenture shall be governed by and construed in accordance with the laws of the State of New York.

Section 4. This Supplemental Indenture may be signed in various counterparts which together will constitute one and the same instrument.

Section 5. This Supplemental Indenture is an amendment supplemental to the Indenture, and the Indenture and this Supplemental Indenture will henceforth be read together.

Section 6. The recitals and statements herein are deemed to be those of the Issuer and the Undersigned and not the Trustee. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or the Guarantee provided by the Guarantor party to this Supplemental Indenture.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed as of the date first above written.

INTERVAL ACQUISITION CORP., as Issuer

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

MARRIOTT VACATIONS WORLDWIDE CORPORATION, as Guarantor

By: /s/ Joseph J. Bramuchi
Name: Joseph J. Bramuchi
Title: Vice President

[Signature Page to Supplemental Indenture]

HSBC BANK USA, NATIONAL ASSOCIATION, as Trustee

By: /s/ Deirdra N. Ross

Name: Deirdra N. Ross

Title: Vice President

[Signature Page to Supplemental Indenture]