

MARRIOTT VACATIONS WORLDWIDE Corp  
Form 8-K  
June 11, 2014

**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) June 6, 2014**

**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**

**32821**

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**(Address of principal executive offices)**

**(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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 6, 2014, the Company held its Annual Meeting of Shareholders (the Annual Meeting). A total of 31,553,417 shares of the Company's common stock (91.3% of all shares entitled to vote at the Annual Meeting) were represented at the Annual Meeting, in person or by proxy. At the Annual Meeting, shareholders considered: (1) the election of C.E. Andrews, William W. McCarten and William J. Shaw as Class II Directors; (2) the ratification of the selection by the Company's Audit Committee of Ernst & Young LLP as the Company's independent auditors for the current fiscal year; and (3) the approval of an advisory resolution on executive compensation. The Company's shareholders voted as follows on these matters:

(1) The Company's shareholders elected the three director nominees named in the Proxy Statement as Class II directors with the following votes:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
C.E. Andrews	20,716,922	6,127,665	4,708,830
William W. McCarten	26,725,456	119,131	4,708,830
William J. Shaw	26,057,883	786,704	4,708,830

(2) The Company's shareholders ratified the selection by the Company's Audit Committee of Ernst & Young LLP as the Company's independent auditors for the current fiscal year with the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
31,473,536	47,848	32,033	

(3) The Company's shareholders approved an advisory resolution on executive compensation with the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
26,321,200	451,987	71,400	4,708,830

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, 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: June 11, 2014

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

Name: John E. Geller, Jr.

Title: Executive Vice President and Chief Financial  
Officer