

GS Capital Partners VI Parallel LP  
 Form 4  
 January 04, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDMAN SACHS GROUP INC**

2. Issuer Name and Ticker or Trading Symbol  
**Hyatt Hotels Corp [H]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**85 BROAD ST,**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/30/2009**

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

**NEW YORK, NY 10004**

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4)             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            | 12/30/2009                           |  | A                              | 628 A   | \$ 0 7,724  | I  | See footnotes (1) (2) (3) (4) (5) (6) (7) (8) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P... Deri... Secu... (Inst... |                 |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|-----------------|----------------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                 | Expiration Date | Title                | Amount or Number of Shares |
| Class B Common Stock                       | \$ 0 <u>(6)</u>  |                                      |  |                                |   | <u>(6)</u>   | <u>(6)</u>  |                                  |                 | Class A Common Stock | 12,654,050                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC<br>85 BROAD ST<br>NEW YORK, NY 10004                        |               | X         |         |       |
| GOLDMAN SACHS & CO<br>85 BROAD STREET<br>NEW YORK, NY 10004                         |               | X         |         |       |
| GS Capital Partners VI Fund, L.P.<br>85 BROAD STREET<br>NEW YORK, NY 10004          |               | X         |         |       |
| GS Capital Partners VI Offshore Fund, L.P.<br>85 BROAD STREET<br>NEW YORK, NY 10004 |               | X         |         |       |
| GS Capital Partners VI Parallel LP<br>85 BROAD ST<br>NEW YORK, NY 10004             |               | X         |         |       |
| GS Capital Partners VI GmbH & Co KG<br>85 BROAD STREET<br>NEW YORK, NY 10004        |               | X         |         |       |
| GSCP VI Advisors, L.L.C.<br>85 BROAD STREET<br>NEW YORK, NY 10004                   |               | X         |         |       |
| GSCP VI Offshore Advisors, L.L.C.<br>85 BROAD STREET                                |               | X         |         |       |

NEW YORK, NY 10004

GS Advisors VI, L.L.C.  
85 BROAD STREET  
NEW YORK, NY 10004

X

GOLDMAN, SACHS MANAGEMENT GP GMBH  
MESSETURM 60308  
FRANKFURT AM MAIN  
GERMANY, 2M 00000

X

## Signatures

/s/ Yvette Kotic,  
Attorney-in-fact 01/04/2010

\_\_Signature of Reporting Person Date

/s/ Yvette Kotic,  
Attorney-in-fact 01/04/2010

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/s/ Yvette Kotic,  
Attorney-in-fact 01/04/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany", and together with GS Capital, GS Offshore and GS Parallel,

(1) the "Limited Partnerships"), GS Sunray Holdings Subco I, L.L.C. ("GS Sunray I"), GS Sunray Holdings Subco II, L.L.C. ("GS Sunray II"), GS Sunray Holdings Parallel Subco, L.L.C. ("GS Sunray Parallel", and together with GS Sunray I and GS Sunray II, the "Sunray Entities"), GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), (continued in next footnote)

GS Advisors VI, L.L.C. ("GS Advisors") and Goldman, Sachs Management GP GmbH ("GS GmbH", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, the Limited Partnerships, the Sunray Entities, Goldman Sachs and GS Group, the "Reporting

(2) Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager for certain of the Limited Partnerships. The Sunray Entities are owned directly and indirectly by the Limited Partnerships, of which affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner or managing partner.

(3) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

The 628 shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock") of Hyatt Hotels Corporation (the "Company") were granted to Richard A. Friedman, a managing director of Goldman Sachs, in his capacity as a director of the Company,

(4) under the Amended and Restated Hyatt Hotels Corporation Long-Term Incentive Plan, pursuant to the Hyatt Hotels Corporation Non-Employee Director Compensation Program (the "Plan"). The shares granted are fully vested as of the grant date, which was December 30, 2009.

GS Group may be deemed to beneficially own 628 shares of Class A Common Stock pursuant to the Plan that were granted to Richard A. Friedman. Mr. Friedman has an understanding with GS Group pursuant to which such shares are held for the benefit of GS Group. GS Group may be deemed to beneficially own directly 7,096 shares of Class A Common Stock. Goldman Sachs and GS Group may each be

(5) deemed to beneficially own indirectly 12,654,050 shares of the Company's Class A Common Stock by reason of the direct beneficial ownership of 12,654,050 shares of the Company's Class B Common Stock (the "Class B Common Stock"), in the aggregate, by the Sunray Entities. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock. In

(6) addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, except for certain permitted transfers as described in the Company's Amended and Restated Certificate of Incorporation.

GS Sunray I may be deemed to beneficially own 5,514,889 shares Class A Common Stock by reason of its direct beneficial ownership of 5,514,889 shares of Class B Common Stock. GS Sunray II may be deemed to beneficially own 5,514,889 shares of Class A Common

(7) Stock by reason of its direct beneficial ownership of 5,514,889 shares of Class B Common Stock. GS Sunray Parallel may be deemed to beneficially own 1,624,272 shares of Class A Common Stock by reason of its direct beneficial ownership of 1,624,272 shares of Class B Common Stock.

GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 5,906,782 shares of Class A Common Stock by reason of the direct beneficial ownership of Class B Common Stock by GS Sunray I and GS Sunray II. GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 4,913,071 shares of Class A Common Stock by

(8) reason of the direct beneficial ownership of Class B Common Stock by GS Sunray I and GS Sunray II. GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 1,624,272 shares of Class A Common Stock by reason of the direct beneficial ownership of Class B Common Stock by GS Sunray Parallel. GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 209,925 shares of Class A Common Stock by reason of the direct beneficial ownership of Class B Common Stock by GS Sunray I and GS Sunray II.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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