

MARRIOTT INTERNATIONAL INC /MD/

Form 8-K

June 14, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 9, 2005**

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**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**1-13881**  
(Commission File No.)

**52-2055918**  
(IRS Employer Identification No.)

**10400 Fernwood Road, Bethesda, Maryland 20817**

(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (301) 380-3000**

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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))
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**Item 8.01. Other Events.**

On June 9, 2005, Marriott International, Inc. (the Company ) entered into a Terms Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated and the other Underwriters listed on Schedule I thereto (which incorporates by reference the Underwriting Agreement General Terms and Provisions dated September 15, 1999 (the Underwriting Agreement ) ) to sell \$350 million aggregate principal amount of its  $4\frac{5}{8}\%$  Series F Notes due 2012 (the Notes ). The offering of the Notes closed on June 14, 2005. The Company received net proceeds of approximately \$345.9 million from this offering, after deducting the underwriting discount and estimated expenses of the offering. The Company expects to use these proceeds to repay commercial paper borrowings and for general corporate purposes.

The Company will pay interest on the Notes on June 15 and December 15 of each year, commencing on December 15, 2005. The Notes will mature on June 15, 2012, and are redeemable, in whole or in part, at any time and from time to time under the terms provided in the form of Note.

The Notes were issued under an indenture with JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank), as trustee (the Trustee ), dated as of November 16, 1998 (the Indenture ).

The Underwriting Agreement, the Terms Agreement, the Indenture and the form of Note are all filed or incorporated by reference as exhibits to this Current Report.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following exhibits are filed with this report:

- 1.1 Underwriting Agreement General Terms and Provisions dated September 15, 1999 (incorporated by reference to Exhibit 1.1 to our Current Report on Form 8-K dated September 20, 1999).
- 1.2 Terms Agreement dated June 9, 2005, among the Company and the Underwriters named therein.
- 4.1 Indenture dated November 16, 1998, between the Company and JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank), as trustee (incorporated by reference to Exhibit 4.1 to our Annual Report on Form 10-K for the fiscal year ended January 1, 1999).
- 4.2 Form of  $4\frac{5}{8}\%$  Series F Notes due 2012.

**SIGNATURE**

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 INTERNATIONAL, INC.**

Date: June 14, 2005

By: /s/ Ward R. Cooper

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Ward R. Cooper  
Assistant Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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1.2	Terms Agreement dated June 9, 2005, among the Company and the Underwriters named therein.
4.1	Indenture dated November 16, 1998, between the Company and JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank), as trustee (incorporated by reference to Exhibit 4.1 to our Annual Report on Form 10-K for the fiscal year ended January 1, 1999).
4.2	Form of 4 <sup>5</sup> / <sub>8</sub> % Series F Notes due 2012.