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

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**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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**Marriott Vacations Worldwide Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**42-259-8330**

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

**9002 San Marco Court**

**Orlando, FL 32819**

(Address of Principal Executive Offices, Zip Code)

**Marriott Vacations Worldwide Corporation Deferred Compensation Plan**

(Full title of the plan)

**James H Hunter, IV**

**Executive Vice President and General Counsel**

**Marriott Vacations Worldwide Corporation**

**9002 San Marco Court**

**Orlando, FL 32819**

**(407) 206-6000**

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

Copy to:

Sean Feller

Gibson, Dunn & Crutcher LLP

2029 Century Park East, Suite 4000

Los Angeles, CA 90067-3026

(310) 552-8500

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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

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Marriott Vacations Worldwide Corporation (the “Company” or the “Registrant”) pursuant to General Instruction E to Form S-8, under the Securities Act of 1933, as amended, relating to an additional \$150,000,000 of unsecured obligations of the Company to pay deferred compensation in the future (the “Obligations”) in accordance with the terms of the Marriott Vacations Worldwide Corporation Deferred Compensation Plan (the “Plan”), which are in addition to the \$20,000,000 of Obligations registered on the Company’s Form S-8 filed with the U.S. Securities and Exchange Commission (the “Commission”) on October 16, 2013 ([File No. 333-191765](#)) and the \$80,000,000 of Obligations registered on the Company’s Form S-8 filed with the Commission on April 29, 2016 ([File No. 333-211037](#)) (collectively, the “Prior Registration Statements”).

This Registration Statement relates to securities of the same class as those registered under the Prior Registration Statements 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 Statements 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 and/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 \$150,000,000 of Obligations not previously registered.

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### Item 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	<a href="#">Restated Certificate of Incorporation of Marriott Vacations Worldwide Corporation (incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K filed on November 22, 2011).</a>
4.2	<a href="#">Restated Bylaws of Marriott Vacations Worldwide Corporation (incorporated by reference to Exhibit 3.2 to the Company’s Current Report on Form 8-K filed on November 22, 2011).</a>
5.1*	<a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP</a>
23.1*	<a href="#">Consent of Gibson, Dunn &amp; Crutcher LLP (included in Exhibit 5.1).</a>
23.2*	<a href="#">Consent of Ernst &amp; Young LLP.</a>
24.1*	<a href="#">Power of Attorney (included on the signature page of this Registration Statement).</a>
99.1	<a href="#">Marriott Vacations Worldwide Corporation Deferred Compensation Plan (incorporated by reference to Exhibit 10.4 of the Registrant’s Quarterly Report on Form 10-Q filed on August 9, 2022).</a>
107.1*	<a href="#">Filing Fee Table.</a>

\*Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 10<sup>th</sup> day of August, 2022.

### 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, 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 attorneys-in-fact and agents, and each of them, 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 each of said attorneys-in-fact and agents or their 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/ Stephen P. Weisz</u> Stephen P. Weisz	Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )	August 10, 2022
<u>/s/ Anthony E. Terry</u> Anthony E. Terry	Executive Vice President and Chief Financial Officer ( <i>Principal Financial Officer</i> )	August 10, 2022
<u>/s/ Kathleen A. Pighini</u> Kathleen A. Pighini	Senior Vice President, Corporate Controller and Chief Accounting Officer ( <i>Principal Accounting Officer</i> )	August 10, 2022
<u>/s/ William J. Shaw</u> William J. Shaw	Director, Chairman	August 10, 2022
<u>/s/ C.E. Andrews</u> C.E. Andrews	Director	August 10, 2022
<u>/s/ Lizanne Galbreath</u> Lizanne Galbreath	Director	August 10, 2022
<u>/s/ Raymond L. Gellein, Jr</u> Raymond L. Gellein, Jr	Director	August 10, 2022
<u>/s/ Melquiades R. Martinez</u> Melquiades R. Martinez	Director	August 10, 2022

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ William W. McCarten</u> William W. McCarten	Director	August 10, 2022
<u>/s/ Dianna F. Morgan</u> Dianna F. Morgan	Director	August 10, 2022
<u>/s/ Stephen R. Quazzo</u> Stephen R. Quazzo	Director	August 10, 2022
<u>/s/ Jonice G. Tucker</u> Jonice G. Tucker	Director	August 10, 2022

**Calculation of Filing Fee Tables**

**FORM S-8**

(Form Type)

**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	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Other	Deferred Compensation Obligations under the Marriott Vacations Worldwide Corporation Deferred Compensation Plan (the "Plan") (1)	Rule 457(h)	\$150,000,000	100%	\$150,000,000(2)	\$92.70 per \$1,000,000	\$13,905
<b>Total Offering Amounts</b>					\$150,000,000.00		\$13,905
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$13,905

- (1) The Deferred Compensation Obligations are unsecured obligations of Marriott Vacations Worldwide Corporation to pay deferred compensation in the future in accordance with the terms of the Plan.
- (2) Estimated solely for purposes of calculating the registration fee. The registration fee has been calculated in accordance with Rule 457(h) of the Securities Act of 1933, as amended, based upon an estimate of the amount of compensation participants may defer under the Plan.

GIBSON DUNN

Gibson, Dunn & Crutcher LLP  
2029 Century Park East  
Los Angeles, CA 90067-3026  
Tel 310.552.8500  
www.gibsondunn.com

August 10, 2022

Marriott Vacations Worldwide Corporation  
9002 San Marco Court  
Orlando, FL 32819

Re: *Marriott Vacations Worldwide Corporation Registration Statement on Form S-8*  
Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “Registration Statement”) of Marriott Vacations Worldwide Corporation, a Delaware corporation (the “Company”), to be filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), in connection with the offering by the Company of up to an aggregate of \$150,000,000 of deferred compensation obligations (the “Deferred Compensation Obligations”) to be issued under the Marriott Vacations Worldwide Corporation Deferred Compensation Plan (the “Plan”).

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of such documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinion set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. As to any facts material to this opinion, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Deferred Compensation Obligations, when incurred in accordance with the terms set forth in the Plan as set forth in the Registration Statement, will constitute legal, valid and binding obligations of the Company.

Our opinion is subject to: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent transfer, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights or remedies of creditors; (ii) (a) the effect of general principles of equity whether considered in a proceeding in equity or at law (including the possible unavailability of specific performance or injunctive relief), (b) concepts of materiality, reasonableness, good faith and fair dealing and (c) the discretion of the court before which a proceeding is brought; and (iii) the effect of the laws of usury or other laws or equitable principles relating to or limiting the interest rate payable on indebtedness. We express no opinion as to (a) consents to, or restrictions upon, governing law, jurisdiction, venue, remedies, or judicial relief, (b) provisions authorizing or validating conclusive or discretionary determinations, and (c) the severability, if invalid, of provisions to the foregoing effect.

In addition, we express no opinion with respect to any obligations or liabilities of any other person or entity under the Plan. We further express no opinion with respect to the liabilities or obligations of the Company, or any other person or entity, under any trust agreement entered into or that may be entered into in connection with the Plan, and we express no opinion with respect to the applicability to, or the effect on, any such trust agreement of the Employee Retirement Income Security Act of 1974, as amended or any other laws. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher 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 Deferred Compensation Plan of our reports dated March 1, 2022, 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, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Orlando, Florida  
August 10, 2022