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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Marriott Vacations Worldwide Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-2598330
(I.R.S. Employer
Identification No.)

**6649 Westwood Blvd.
Orlando, FL**
(Address of Principal Executive Offices)

32821
(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
6649 Westwood Blvd.
Orlando, FL 32821
(Name and address of agent for service)

(407) 206-6000
(Telephone number, including area code, of agent for service)

Copy to:
Stephen I. Glover
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
(202) 955-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered ⁽¹⁾	Amount to be Registered	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Deferred Compensation Obligations	\$80,000,000	100%	\$80,000,000	\$8,056

(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 Marriott Vacations Worldwide Corporation Deferred Compensation Plan.

(2) Calculated solely for purposes hereof pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the "Securities Act").

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Marriott Vacations Worldwide Corporation, a Delaware corporation (the “Registrant” or the “Company”), relating to an additional \$80,000,000 of unsecured obligations of the Company to pay deferred compensation in the future (the “Deferred Compensation Obligations”) in accordance with the terms of the Marriott Vacations Worldwide Corporation Deferred Compensation Plan (the “Plan”), which Deferred Compensation Obligations are in addition to the \$20,000,000 of Deferred Compensation Obligations registered on the Company’s Form S-8 filed on October 16, 2013 (Commission File No. 333-191765) (the “Prior Registration Statement”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby. Also pursuant to Instruction E to Form S-8, the filing fee is being paid only with respect to the \$80,000,000 of Deferred Compensation Obligations not previously registered.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Restated Certificate of Incorporation of Marriott Vacations Worldwide Corporation (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on November 22, 2011).
- 4.2 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).
- 4.3 Marriott Vacations Worldwide Corporation Deferred Compensation Plan (incorporated by reference to Exhibit 4.3 of the Prior Registration Statement).
- 5.1 Opinion of Foley & Lardner LLP.
- 23.1 Consent of Foley & Lardner LLP (included in Exhibit 5.1).
- 23.2 Consent of Ernst & Young LLP.
- 24.1 Powers of Attorney (included on signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act, Marriott Vacations Worldwide Corporation certifies that it has reasonable grounds to believe that it meets all 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 April 29, 2016.

MARRIOTT VACATIONS WORLDWIDE CORPORATION

By: /s/ Stephen P. Weisz
Stephen P. Weisz
President, Chief Executive Officer and Director
(Principal Executive Officer)

We, the undersigned officers and directors of Marriott Vacations Worldwide Corporation, do hereby constitute and appoint James H Hunter, IV and Stephen P. Weisz, and each of them acting alone, our true and lawful attorneys and agents, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents may deem necessary or advisable to enable said registrant to comply with the Securities Act and any rules, regulations and requirements of the SEC, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) and supplements hereto and we do hereby ratify and confirm all that said attorneys and agents shall do or cause to be done or have done or caused to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated and on April 29, 2016.

<u>Signature</u>	<u>Title</u>
<u>/s/ John E. Geller, Jr.</u> John E. Geller, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Laurie A. Sullivan</u> Laurie A. Sullivan	Senior Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)

<u>/s/ William J. Shaw</u> William J. Shaw	Chairman and Director
<u>/s/ C.E. Andrews</u> C. E. Andrews	Director
<u>/s/ Raymond L. Gellein, Jr.</u> Raymond L. Gellein, Jr.	Director
<u>/s/ Thomas J. Hutchison III</u> Thomas J. Hutchison III	Director
<u>/s/ Melquiades R. Martinez</u> Melquiades R. Martinez	Director
<u>/s/ William W. McCarten</u> William W. McCarten	Director
<u>/s/ Dianna F. Morgan</u> Dianna F. Morgan	Director
<u>/s/ Stephen P. Weisz</u> Stephen P. Weisz	Director

EXHIBIT INDEX

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ATTORNEYS AT LAW

777 EAST WISCONSIN AVENUE
MILWAUKEE, WI 53202-5306
414.271.2400 TEL
414.297.4900 FAX
foley.com

April 29, 2016

Marriott Vacations Worldwide Corporation
6649 Westwood Blvd.
Orlando, Florida 32821

Ladies and Gentlemen:

We have acted as counsel for Marriott Vacations Worldwide Corporation, a Delaware corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the issuance by the Company of \$80,000,000 in aggregate principal amount of deferred compensation obligations (the “Obligations”) to be issued in connection with the Marriott Vacations Worldwide Corporation Deferred Compensation Plan (the “Plan”).

In connection with our representation, we have examined (a) the Registration Statement and the Plan, which has been filed with the Commission as an exhibit to the Registration Statement; (b) the Restated Certificate of Incorporation and the Restated Bylaws of the Company; and (c) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion. As to questions of fact material to this opinion, we have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company.

In our examination of the above-referenced documents, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates and instruments submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. For the purpose of this opinion, we have assumed that the Plan has been operated since its adoption as a “top-hat” plan under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), which is a plan that is unfunded and maintained by an employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that:

1. The documentary provisions of the Plan comply with the requirements of ERISA applicable to “top-hat” plans.

2. When the Board of Directors of the Company has taken all necessary corporate action to authorize and approve the issuance of the Obligations and upon issuance of such Obligations in accordance with the terms of the Plan, the Obligations will be validly issued and legally binding obligations of the Company enforceable against the Company in accordance with their terms

BOSTON	JACKSONVILLE	NEW YORK	SAN DIEGO/DEL MAR	TALLAHASSEE
BRUSSELS	LOS ANGELES	ORLANDO	SAN FRANCISCO	TAMPA
CENTURY CITY	MADISON	SACRAMENTO	SHANGHAI	TOKYO
CHICAGO	MIAMI	SAN DIEGO	SILICON VALLEY	WASHINGTON, D.C.
DETROIT	MILWAUKEE			

Marriott Vacations Worldwide Corporation

April 29, 2016

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The opinion set forth in clause (2) above is limited by bankruptcy, insolvency, reorganization, fraudulent transfer and fraudulent conveyance, voidable preference, moratorium or other similar laws, regulations or judicial opinions or doctrines of general applicability, including those relating to or affecting creditors' rights generally, and by general equitable principles or fiduciary considerations and public policy considerations, whether such principles or considerations are considered in a proceeding at law or in equity.

We do not express any opinion herein (a) concerning any law other than the Delaware General Corporation Law, (b) as to whether the Plan has been operated by the Company in accordance with the rules and reporting requirements applicable to a "top hat" plan under ERISA, or (c) as to whether the participants that the Company has deemed eligible to participate in the Plan would constitute a select group of management or highly compensated employees.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to references to our firm therein. In giving our consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ FOLEY & LARDNER LLP

FOLEY & LARDNER 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 February 25, 2016, 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 fiscal year ended January 1, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Certified Public Accountants

Orlando, Florida
April 28, 2016