

Hyatt Hotels Corp  
Form 8-K  
August 09, 2011

**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): August 4, 2011

**HYATT HOTELS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34521**  
(Commission  
File Number)

**20-1480589**  
(IRS Employer  
Identification No.)

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**71 South Wacker Drive, 12<sup>th</sup> Floor**

**Chicago, IL**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (312) 750-1234**

**60606**

**(Zip Code)**

**Former name or former address, if changed since last report: Not Applicable**

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 1.01: Entry into a Material Definitive Agreement.**

*Offering of the Notes*

On August 9, 2011, Hyatt Hotels Corporation (the Company) issued and sold \$250,000,000 of its 3.875% Senior Notes due 2016 (the 2016 Notes) and \$250,000,000 of its 5.375% Senior Notes due 2021 (the 2021 Notes) and, together with the 2016 Notes, the Notes) in a public offering (the Offering). The Offering was made pursuant to an effective Registration Statement on Form S-3 (Registration No. 333-176038) (the Registration Statement). The Company received net proceeds from the Offering of approximately \$494 million, after deducting underwriters discounts and estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the Offering for general corporate purposes, including, without limitation, working capital, capital expenditures, debt service requirements and repayment of outstanding indebtedness and other business initiatives, including acquisitions.

*Indenture*

The Notes were issued pursuant to an indenture, dated as of August 14, 2009 (the Original Indenture), as supplemented by a second supplemental indenture, dated as of August 4, 2011 (the Second Supplemental Indenture) and, together with the Original Indenture, the Base Indenture), between the Company and Wells Fargo Bank, National Association, as trustee (the Trustee), and a third supplemental indenture, dated as of August 9, 2011 (the Third Supplemental Indenture) and, together with the Base Indenture, the Indenture), between the Company and the Trustee, specifying the terms of the Notes.

The Original Indenture was included as Exhibit 4.3 to the Company's Registration Statement on Form S-1 (No. 333-161068), filed on September 9, 2009, and is incorporated herein by reference. The Second Supplemental Indenture was included as Exhibit 4.2 to the Company's Registration Statement on Form S-3 (No. 333-176038), filed on August 4, 2011, and is incorporated herein by reference and included as Exhibit 4.1 hereto. The Third Supplemental Indenture and the forms of the Notes are attached hereto as Exhibits 4.2, 4.3 and 4.4, respectively, and are incorporated herein by reference. The Third Supplemental Indenture and the forms of the Notes are also filed with reference to, and are hereby incorporated by reference into, the Registration Statement.

*Terms of the Notes*

*Interest and Maturity.* The 2016 Notes will bear interest at a rate of 3.875% per annum and the 2021 Notes will bear interest at a rate of 5.375% per annum, which will be payable, in each case, semi-annually on February 15 and August 15 of each year, beginning on February 15, 2012. The 2016 Notes will mature on August 15, 2016 and the 2021 Notes will mature on August 15, 2021.

*Redemption.* At any time before the date that is (i) one month prior to the maturity of the 2016 Notes and (ii) three months prior to the maturity of the 2021 Notes, the Company may redeem some or all of the applicable Notes at a price equal to 100% of the principal amount of the applicable Notes redeemed plus accrued and unpaid interest, if any, plus a make-whole amount. At any time on or after the date that is (i) one month prior to the maturity of the 2016 Notes and (ii) three months prior to the maturity of the 2021 Notes, the Company may redeem some or all of the applicable Notes at a price equal to 100% of the principal amount of the applicable Notes redeemed plus accrued and unpaid interest, if any.

*Change of Control.* In the event of a Change of Control Triggering Event, as defined in the Indenture, the holders of the Notes may require the Company to purchase for cash all or a portion of the holders' Notes at a purchase price equal to 101% of the principal amount of the Notes purchased, plus accrued and unpaid interest, if any.

*Covenants.* The Indenture does not limit the ability of the Company or its subsidiaries to issue or incur other debt or issue preferred stock. Subject to certain important exceptions, the Indenture contains covenants that, among other things, limit the Company's ability and the ability of certain of the Company's subsidiaries to create liens on principal property, enter into sale and leaseback transactions with respect to principal property and enter into mergers or consolidations or transfer all or substantially all of the Company's assets.

*Ranking.* The Notes rank equal in right of payment to all of the Company's other existing and future unsecured unsubordinated indebtedness, senior in right of payment to all of the Company's future subordinated indebtedness and effectively subordinated in right of payment to all of the Company's existing and future secured obligations to the extent of the value of the assets securing such obligations. The Notes are not obligations of, nor are they guaranteed by, any of the Company's subsidiaries. As a result, the Notes are structurally subordinated to all of the existing and future liabilities (including trade payables) of each of the Company's subsidiaries.

The descriptions of the Indenture and the Notes herein are summaries and are qualified in their entirety by the terms of the Indenture and the Notes.

**Item 7.01: Regulation FD Disclosure.**

*Pricing Press Release*

On August 4, 2011, the Company issued a press release announcing that it had priced the Offering. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated by reference into this Item 7.01.

The information in this Item 7.01 and Exhibit 99.1 hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section and shall not be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as set forth by specific reference in such filing.

**Item 8.01: Other Events.**

*Underwriting Agreement*

The Notes were sold pursuant to an Underwriting Agreement, dated as of August 4, 2011 (the Underwriting Agreement), by and among the Company and Goldman, Sachs & Co., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein. The Underwriting Agreement sets forth the terms and conditions pursuant to which the Company agreed to sell the Notes to the underwriters and the underwriters agreed to purchase the Notes from the Company for resale to the public in the Offering.

The Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The Underwriting Agreement is also filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

*Legal Opinion Letter*

In connection with the Offering, a legal opinion letter of Latham & Watkins LLP regarding the validity of the Notes is attached as Exhibit 5.1 hereto. The legal opinion letter is also filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

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

(d) Exhibits.

**Exhibit**

No.	Document Description
1.1	Underwriting Agreement, dated as of August 4, 2011, among the Company and Goldman, Sachs & Co., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein.
4.1	Second Supplemental Indenture, dated as of August 4, 2011, between the Company and Wells Fargo, National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-3 (File No. 333-176038)).
4.2	Third Supplemental Indenture, dated as of August 9, 2011, between the Company and Wells Fargo, National Association, as trustee.
4.3	Form of 3.875% Senior Note due 2016 (included in Exhibit 4.2).
4.4	Form of 5.375% Senior Note due 2021 (included in Exhibit 4.2).
5.1	Opinion of Latham & Watkins LLP, dated August 9, 2011.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
99.1	Press release of the Company, dated August 4, 2011.

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 thereunto duly authorized.

**Hyatt Hotels Corporation**

Date: August 9, 2011

By: /s/ Harmit J. Singh  
Harmit J. Singh  
Executive Vice President, Chief Financial Officer

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