

WYNDHAM WORLDWIDE CORP

Form 8-K

April 19, 2018

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

WASHINGTON, D.C. 20549

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**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

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Date of report (Date of earliest event reported) **April 19, 2018**

**Wyndham Worldwide Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-32876**  
(Commission File Number)

**20-0052541**  
(IRS Employer  
Identification No.)

**22 Sylvan Way**  
**Parsippany, NJ**  
(Address of Principal  
Executive Offices)

**07054**  
(Zip Code)

Registrant's telephone number, including area code **(973) 753-6000**

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**None**

(Former Name or Former Address, if Changed Since Last Report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.



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Each non-employee director of the board of directors of Wyndham Hotels & Resorts will receive compensation pursuant to the non-employee director compensation program of the board of directors of Wyndham Hotels & Resorts which is expected to be consistent with Wyndham Worldwide Corporation's current non-employee director compensation program as disclosed in the section entitled "Executive and Director Compensation" in the information statement filed as Exhibit 99.1 to Amendment No. 1 to Wyndham Hotels & Resorts' Registration Statement on Form 10 filed with the SEC on April 19, 2018. None of the foregoing directors has any interest in any transaction reportable under Regulation S-K Item 404(a), except as previously reported for Mr. Holmes, and there is no arrangement or understanding with any person pursuant to which these directors were selected to serve as members of the board of directors of Wyndham Hotels & Resorts.

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(1) By the date required by the transition provisions of the rules of the New York Stock Exchange, all members of the audit committee will comply with applicable independence and other requirements.

**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.

**WYNDHAM WORLDWIDE CORPORATION**

Date: April 19, 2018

By: /s/ Nicola Rossi  
Nicola Rossi  
Chief Accounting Officer