

EISENBERG MARSHALL E  
Form SC 13D/A  
December 19, 2011

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

## SCHEDULE 13D

[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 204.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 4)

## Hyatt Hotels Corporation

(Name of Issuer)

Class A Common Stock, \$0.01 par value per share

(Title of Class of Securities)

448579102

(CUSIP Number)

Michael A. Pucker, Esq.

Cathy A. Birkeland, Esq.

Latham & Watkins LLP

Edgar Filing: EISENBERG MARSHALL E - Form SC 13D/A

233 S. Wacker Drive, Suite 5800

Chicago, Illinois 60606

(312) 876-7700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 16, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

(Page 1 of 19 Pages)

(Continued on following pages)

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Marshall E. Eisenberg, not individually, but solely as trustee of the trusts listed on Appendix A-1.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

**NUMBER OF**

**SHARES** 0

8. Shared Voting Power

**BENEFICIALLY**

**OWNED BY** 6,117,656\*

**EACH** 9. Sole Dispositive Power

**REPORTING**

**PERSON** 0

10. Shared Dispositive Power

**WITH**

6,117,656\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12. 6,117,656\*  
Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. x  
Percent of Class Represented by Amount in Row (11)

14. 3.7%\*  
Type of Reporting Person

OO

\* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of October 28, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 165,158,639 shares of Common Stock outstanding as of October 28, 2011. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 4.9% of the total voting power of the Common Stock as of October 28, 2011. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 28, 2011, which is comprised of 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

2. CIBC Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Appendix A-2.  
Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

5. OO  
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. ..  
Citizenship or Place of Organization

Bahamian International Business Company  
7. Sole Voting Power

**NUMBER OF**

**SHARES** 0  
8. Shared Voting Power

**BENEFICIALLY**

**OWNED BY** 921,888\*  
**EACH** 9. Sole Dispositive Power

**REPORTING**

**PERSON** 0  
10. Shared Dispositive Power

**WITH**

921,888\*  
11. Aggregate Amount Beneficially Owned by Each Reporting Person

921,888\*  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

x  
13. Percent of Class Represented by Amount in Row (11)

0.6%\*  
14. Type of Reporting Person

OO

\* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of October 28, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 165,158,639 shares of Common Stock outstanding as of October 28, 2011. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 0.7% of the total voting power of the Common Stock as of October 28, 2011. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 28, 2011, which is comprised of 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.



1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

John A. Miller, not individually, but solely as trustee of the trusts listed on Appendix A-3.

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

**NUMBER OF**

**SHARES**

0  
8. Shared Voting Power

**BENEFICIALLY**

**OWNED BY**

**EACH**

11,664,852\*  
9. Sole Dispositive Power

**REPORTING**

**PERSON**

**WITH**

0  
10. Shared Dispositive Power

11,664,852\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

11,664,852\*  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

x  
13. Percent of Class Represented by Amount in Row (11)

7.1%\*  
14. Type of Reporting Person

OO

\* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

All references to the number of shares outstanding are as of October 28, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 165,158,639 shares of Common Stock outstanding as of October 28, 2011. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 9.3% of the total voting power of the Common Stock as of October 28, 2011. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 28, 2011, which is comprised of 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Thomas J. Pritzker, individually

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

**NUMBER OF**

**SHARES** 0  
8. Shared Voting Power

**BENEFICIALLY**

**OWNED BY** 0\*  
**EACH** 9. Sole Dispositive Power

**REPORTING**

**PERSON** 0  
10. Shared Dispositive Power

**WITH**

0\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12. 0\*  
Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. x  
Percent of Class Represented by Amount in Row (11)

14. 0%\*  
Type of Reporting Person

IN

\* The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

Thomas J. Pritzker holds 29,926 stock appreciation rights ( SARs ) that are currently exercisable at an exercise price of \$40.96. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not currently determinable and therefore not included in the information above because each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of A Common Stock at the exercise date, which is not determinable until the date of exercise, over the exercise price.

EXPLANATORY NOTE: This Amendment No. 4 to Schedule 13D ( Amendment No. 4 ) relates to the Class A Common Stock, \$0.01 par value per share, of Hyatt Hotels Corporation, a Delaware corporation (the Issuer ), which has its principal executive office at 71 South Wacker Drive, 12th Floor, Chicago, Illinois 60606. This Amendment No. 4 amends and supplements, as set forth below, the Schedule 13D filed by the Reporting Persons with respect to the Issuer on August 26, 2010 (the Original Schedule 13D ), as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on September 8, 2010 ( Amendment No. 1 ), Amendment No. 2 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on May 18, 2011 ( Amendment No. 2 ) and Amendment No. 3 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on November 29, 2011 ( Amendment No. 3 ). The Original Schedule 13D, as amended and supplemented by Amendment No. 1, Amendment No. 2 and Amendment No. 3, is referred to as the Schedule 13D. All capitalized terms not otherwise defined herein have the meanings ascribed to them in the Schedule 13D. The Schedule 13D is amended and supplemented by adding the information contained herein. Only those items amended are reported herein.

## Item 2. Identity and Background

Item 2 of the Schedule 13D is amended by deleting the first paragraph thereof and replacing such paragraph with the following:

(a)-(c) This Schedule 13D is being filed by Marshall E. Eisenberg, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-1 (the U.S. Trustee ); CIBC Trust Company (Bahamas) Limited, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-2 (the Non-U.S. Trustee ); John A. Miller, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-3 ( John A. Miller, as Trustee ); and Thomas J. Pritzker, individually (together with the U.S. Trustee, the Non-U.S. Trustee and John A. Miller, as Trustee, the Reporting Persons ).

Item 2 of the Schedule 13D is amended and supplemented by adding the following as the final sentence of the second paragraph thereof:

The address of the principal business and principal office of Thomas J. Pritzker is c/o Hyatt Hotels Corp., 71 South Wacker Drive, 12<sup>th</sup> Floor, Chicago, Illinois 60606.

Item 2 of Schedule 13D is amended by deleting the third paragraph thereof and replacing such paragraph with the following:

The U.S. Trustee, the Non-U.S. Trustee and John A. Miller, as Trustee, are principally engaged in the business of investing the assets of the trusts for the benefit of the beneficiaries of such trusts. Thomas J. Pritzker serves as executive chairman of the board of directors of the Issuer; is Chairman and Chief Executive Officer of The Pritzker Organization, the principal financial and investment advisor to various Pritzker family business interests; is Chairman of Marmon Holdings, Inc.; is a Director of Royal Caribbean Cruises Ltd.; is a Director and Vice President of The Pritzker Foundation, a charitable foundation; is a Director and President of the Pritzker Family Philanthropic Fund, a charitable organization; and is Chairman and President of The Hyatt Foundation, a charitable foundation which established The Pritzker Architecture Prize.

Item 2 of the Schedule 13D is amended and supplemented as follows:

The Reporting Persons have entered into a Joint Filing Agreement, dated as of December 16, 2011, a copy of which is attached as Exhibit 10 to this Amendment No. 4.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is amended and supplemented as follows:

On December 16, 2011, Marshall E. Eisenberg resigned as trustee of the trusts listed on Appendix A-4 hereto and John A. Miller was appointed as trustee of such trusts. Because Marshall E. Eisenberg has resigned as trustee of the trusts listed on Appendix A-4 hereto, he is no longer a reporting person for the shares of Class B Common Stock held by such trusts. No consideration was paid in connection with the appointment of John A. Miller as trustee of the trusts listed on Appendix A-4 hereto and such appointment constitutes a Permitted Transfer as defined under the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock held by the trusts listed on Appendix A-4 hereto remain shares of Class B Common Stock following the appointment of John A. Miller as trustee of such trusts.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is amended and supplemented as follows:

On December 16, 2011, Marshall E. Eisenberg resigned as trustee of the trusts listed on Appendix A-4 hereto and John A. Miller was appointed as trustee of such trusts. Because Marshall E. Eisenberg has resigned as trustee of the trusts listed on Appendix A-4 hereto, he is no longer a reporting person for the shares of Class B Common Stock held by such trusts. The appointment of John A. Miller as trustee of the trusts listed on Appendix A-4 hereto constitutes a Permitted Transfer as defined under the Issuer's Amended and



Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock held by the trusts listed on [Appendix A-4](#) hereto remain shares of Class B Common Stock following the appointment of John A. Miller as trustee of such trusts.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is amended and supplemented as follows:

[Schedule A](#) attached to this Amendment No. 4 amends and restates, in its entirety, [Schedule A](#) attached to the Schedule 13D. [Schedule A](#) attached to this Amendment No. 4 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by each Reporting Person. Certain shares beneficially owned by John A. Miller, as Trustee, are held indirectly by T11M2 HHC, L.L.C. and THHC, L.L.C., both of which are member-managed Delaware limited liability companies formed for the purpose of acquiring shares of the Issuer's Common Stock. The limited liability companies are wholly owned by one or more of the trusts listed on [Appendix A-3](#) and have no voting or dispositive power with regard to the shares.

The resignation of Marshall E. Eisenberg and the appointment of John A. Miller as trustee of the trusts listed on [Appendix A-4](#) hereto did not impact the number of shares or the percentage of the Common Stock beneficially owned by the Pritzker Family Group.

(c) On December 16, 2011, Marshall E. Eisenberg resigned as trustee of the trusts listed on [Appendix A-4](#) hereto and John A. Miller was appointed as trustee of such trusts. Because Marshall E. Eisenberg has resigned as trustee of the trusts listed on [Appendix A-4](#) hereto, he is no longer a reporting person for the shares of Class B Common Stock held by such trusts. The appointment of John A. Miller as trustee of the trusts listed on [Appendix A-4](#) hereto constitutes a Permitted Transfer as defined under the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock held by the trusts listed on [Appendix A-4](#) hereto remain shares of Class B Common Stock following the appointment of John A. Miller as trustee of such trusts.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is amended and supplemented by adding the following as the penultimate paragraph of the section titled Amended and Restated Global Hyatt Agreement :

On December 16, 2011, John A. Miller, not individually, but solely as trustee of the trusts listed on Appendix A-4, executed a joinder to, and thereby became subject to the provisions of, the Global Hyatt Agreement.

Item 6 of the Schedule 13D is amended and supplemented by adding the following as the penultimate paragraph of the section titled Amended and Restated Agreement Relating to Stock :

On December 16, 2011, John A. Miller, not individually, but solely as trustee of the trusts listed on Appendix A-4, executed a joinder to, and thereby became subject to the provisions of, the Agreement Relating to Stock.

**Item 7. Material to Be Filed as Exhibits**

Item 7 of the Schedule 13D is amended and supplemented as follows:

Exhibit 10 Joint Filing Agreement, dated as of December 16, 2011, by and among Marshall E. Eisenberg, not individually, but solely as trustee of the trusts listed on Schedule 1 thereto, CIBC Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Schedule 2 thereto, John A. Miller, not individually, but solely as trustee of the trusts listed on Schedule 3 thereto, and Thomas J. Pritzker, pursuant to Rule 13D-1(k) of the Securities Exchange Act of 1934, as amended.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 19, 2011

/s/ Marshall E. Eisenberg  
Marshall E. Eisenberg, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-1.

CIBC Trust Company (Bahamas) Limited, solely as trustee of the trusts listed on Appendix A-2.

By: /s/ Schevon Miller  
Schevon Miller  
Authorized Signatory\*

By: /s/ Carlis E. Chisholm  
Carlis E. Chisholm  
Authorized Signatory\*

/s/ John A. Miller  
John A. Miller, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-3.

/s/ Thomas J. Pritzker  
Thomas J. Pritzker, individually

\* A Secretary's Certificate evidencing the authority of such persons to sign and file this Amendment No. 4 on behalf of CIBC Trust Company (Bahamas) Limited was previously filed as Exhibit 6 to the Schedule 13D and is incorporated herein by reference.  
[Signature Page to Amendment No. 4 to Schedule 13D]

**Appendix A-1**

| <b>Name of Trusts</b> | <b>Jurisd.<br/>of Org.</b> |
|-----------------------|----------------------------|
| P.G. Tom Trust M      | Illinois                   |
| A.N.P. Trust #8M8     | Illinois                   |
| A.N.P. Trust #12M5    | Illinois                   |

**Appendix A-2**

| <b>Name of Trusts</b> | <b>Jurisd.<br/>of Org.</b> |
|-----------------------|----------------------------|
| Settlement T-551-1FD  | Bahamas                    |
| T-1740-27FD           | Bahamas                    |
| Settlement T-2113AFD  | Bahamas                    |

**Appendix A-3**

| <b>Name of Trusts</b>        | <b>Jurisd.<br/>of Org.</b> |
|------------------------------|----------------------------|
| A.N.P. Trust #8M7            | Illinois                   |
| A.N.P. Trust #12M4           | Illinois                   |
| A.N.P. Trust #13A-Tom M3     | Illinois                   |
| A.N.P. Trust #14M4           | Illinois                   |
| A.N.P. Trust #14M5           | Illinois                   |
| A.N.P. Trust #11M3           | Illinois                   |
| A.N.P. Trust #11M4           | Illinois                   |
| F.L.P. Trust #11M2           | Illinois                   |
| F.L.P. Trust #11M5           | Illinois                   |
| LaSalle Trust #13M3          | Illinois                   |
| Bellevue Trust (OR 37) M2    | N/A                        |
| Bly Trust (OR 38) M2         | N/A                        |
| Canyonville Trust (OR 39) M2 | N/A                        |
| Vale Trust (OR 189) M2       | N/A                        |
| Heppner Trust (OR 190) M2    | N/A                        |
| Moro Trust (OR 191) M1       | N/A                        |
| Tillamook Trust (OR 192) M1  | N/A                        |
| Newman Trust (WA 57) M1      | Illinois                   |
| Rock Trust (WA 58) M1        | Illinois                   |
| Roosevelt Trust (WA 59) M1   | Illinois                   |
| Shannon Trust (WA 60) M1     | Illinois                   |
| Stevens Trust (WA 61) M1     | Illinois                   |
| Spectacle Trust (WA 62) M1   | Illinois                   |
| Galispell Trust (WA 63) M1   | Illinois                   |
| West Trust (WA 64) M1        | Illinois                   |
| Lummi Trust (WA 141) M3      | Illinois                   |
| ShoalwaterTrust (WA 142) M3  | Illinois                   |
| Hoh Trust (WA 143) M1        | Illinois                   |
| Quiliyute Trust (WA 144) M3  | Illinois                   |
| Klickitat Trust (WA 149) M2  | Illinois                   |
| Willapa Trust (WA 150) M3    | Illinois                   |
| Snow Trust (WA 151) M2       | Illinois                   |
| ECI QSST Trust #4M3          | Illinois                   |
| Don G C. Trust #1M4          | N/A                        |
| RA G.C. Trust #1M3           | Illinois                   |
| LaSalle G.G. Trust #2M1      | Illinois                   |
| A.N.P. Trust #18-Thomas M6   | Illinois                   |
| LaSalle Trust #42M4          | Illinois                   |
| ECI QSST Trust #5M2          | Illinois                   |
| LaSalle Trust #44M3          | Illinois                   |
| ECI QSST Trust #6M2          | Illinois                   |

**Appendix A-4**

| <b>Name of Trusts</b>        | <b>Jurisd.<br/>of Org.</b> |
|------------------------------|----------------------------|
| LaSalle Trust #13M3          | Illinois                   |
| Bellevue Trust (OR 37) M2    | N/A                        |
| Bly Trust (OR 38) M2         | N/A                        |
| Canyonville Trust (OR 39) M2 | N/A                        |
| Vale Trust (OR 189) M2       | N/A                        |
| Heppner Trust (OR 190) M2    | N/A                        |
| Moro Trust (OR 191) M1       | N/A                        |
| Tillamook Trust (OR 192) M1  | N/A                        |
| Newman Trust (WA 57) M1      | Illinois                   |
| Rock Trust (WA 58) M1        | Illinois                   |
| Roosevelt Trust (WA 59) M1   | Illinois                   |
| Shannon Trust (WA 60) M1     | Illinois                   |
| Stevens Trust (WA 61) M1     | Illinois                   |
| Spectacle Trust (WA 62) M1   | Illinois                   |
| Galispell Trust (WA 63) M1   | Illinois                   |
| West Trust (WA 64) M1        | Illinois                   |
| Lummi Trust (WA 141) M3      | Illinois                   |
| ShoalwaterTrust (WA 142) M3  | Illinois                   |
| Hoh Trust (WA 143) M1        | Illinois                   |
| Quiliayute Trust (WA 144) M3 | Illinois                   |
| Klickitat Trust (WA 149) M2  | Illinois                   |
| Willapa Trust (WA 150) M3    | Illinois                   |
| Snow Trust (WA 151) M2       | Illinois                   |
| ECI QSST Trust #4M3          | Illinois                   |
| Don G C. Trust #1M4          | N/A                        |
| RA G.C. Trust #1M3           | Illinois                   |
| LaSalle G.G. Trust #2M1      | Illinois                   |
| A.N.P. Trust #18-Thomas M6   | Illinois                   |
| LaSalle Trust #42M4          | Illinois                   |
| ECI QSST Trust #5M2          | Illinois                   |
| LaSalle Trust #44M3          | Illinois                   |
| ECI QSST Trust #6M2          | Illinois                   |

**Schedule A****Certain Information Regarding the****Reporting Persons<sup>1</sup>**

| Name of Beneficial Owner   | Class A<br>Common Stock <sup>2</sup> |                 | Class B<br>Common Stock <sup>3</sup> |                 | % of<br>Total<br>Common<br>Stock <sup>4</sup> | % of Total<br>Voting Power <sup>5</sup> |
|--|--------------------------------------|-----------------|--------------------------------------|-----------------|---|---|
|  | Shares                               | % of<br>Class A | Shares                               | % of<br>Class B |   |   |
| Marshall E. Eisenberg, not individually, but solely in the capacity as trustee of the trusts listed on <a href="#">Appendix A-1</a> .                |                                      |                 | 6,117,656                            | 5.1%            | 3.7%  | 4.9%                                    |
| CIBC Trust Company (Bahamas) Limited, not individually, but solely in the capacity as trustee of the trusts listed on <a href="#">Appendix A-2</a> . |                                      |                 | 921,888                              | 0.8%            | 0.6%  | 0.7%                                    |
| John A. Miller, not individually, but solely in the capacity as trustee of the trusts listed on <a href="#">Appendix A-3</a> .                       |                                      |                 | 11,664,852                           | 9.7%            | 7.1%  | 9.3%                                    |
| Thomas J. Pritzker, individually <sup>6</sup>  |                                      |                 |                                      |                 |   |   |

<sup>1</sup> All references to the number of shares outstanding are as of October 28, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011.

<sup>2</sup> The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 44,680,334 shares of the Class A Common Stock outstanding as of October 28, 2011, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>3</sup> The information shown in the table with respect of the percentage of Class B Common Stock beneficially owned is based on 120,478,305 shares of Class B Common Stock outstanding as of October 28, 2011.

<sup>4</sup> The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock outstanding as of October 28, 2011.

<sup>5</sup> With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of October 28, 2011, which is comprised of 44,680,334 shares of Class A Common Stock and 120,478,305 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>6</sup> Thomas J. Pritzker holds 29,926 SARs that are currently exercisable at an exercise price of \$40.96. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not currently determinable and therefore not included in the table above because each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of A Common Stock at the exercise date, which is not determinable until the date of exercise, over the exercise price.



**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13D with respect to the Class A Common Stock, \$0.01 par value per share, of Hyatt Hotels Corporation beneficially owned by them on a combined basis, and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filing. The undersigned further agree that any amendments to such statement on Schedule 13D shall be filed jointly on behalf of each of them without the necessity of entering into additional joint filing agreements.

The undersigned further agree that each party hereto is responsible for timely filing of such statement on Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided that no party is responsible for the completeness or accuracy of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

The undersigned shall not be deemed to admit that the undersigned was required to file a statement on Schedule 13D by reason of entering into this Joint Filing Agreement.

This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

When this Joint Filing Agreement is executed by a trustee of a trust, such execution is by the trustee, not individually, but solely as trustee in the exercise of and under the power and authority conferred upon and invested in such trustee, and it is expressly understood and agreed that nothing contained in this Joint Filing Agreement shall be construed as granting any power over a trustee's individual affairs or imposing any liability on any such trustee personally for breaches of any representations or warranties made hereunder or personally to pay any amounts required to be paid hereunder, or personally to perform any covenant, either express or implied, contained herein. Any liability of a trust or trustee hereunder shall not be a personal liability of any trustee, grantor or beneficiary thereof, and any recourse against a trustee shall be solely against the assets of the pertinent trust.

*Signature Page Follows*

Edgar Filing: EISENBERG MARSHALL E - Form SC 13D/A

---

In evidence thereof the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of this 19th day of December, 2011.

/s/ Marshall E. Eisenberg  
Marshall E. Eisenberg, not individually, but solely in the  
capacity as trustee of the trusts listed on Schedule 1.

CIBC Trust Company (Bahamas) Limited, solely as trustee of  
the trusts listed on Schedule 2.

By: /s/ Schevon Miller  
Schevon Miller  
Authorized Signatory\*

By: /s/ Carlis E. Chisholm  
Carlis E. Chisholm  
Authorized Signatory\*

/s/ John A. Miller  
John A. Miller, not individually, but solely in the capacity as  
trustee of the trusts listed on Schedule 3.

/s/ Thomas J. Pritzker  
Thomas J. Pritzker, individually

\* A Secretary's Certificate evidencing the authority of such persons to sign and file this Joint Filing Agreement on behalf of CIBC Trust Company (Bahamas) Limited was previously filed as Exhibit 6 to the Schedule 13D and is incorporated herein by reference.  
[Signature Page to Joint Filing Agreement]

**Schedule 1**

| <b>Name of Trusts</b> | <b>Jurisd.<br/>of Org.</b> |
|-----------------------|----------------------------|
| P.G. Tom Trust M      | Illinois                   |
| A.N.P. Trust #8M8     | Illinois                   |
| A.N.P. Trust #12M5    | Illinois                   |

Schedule 2

| <b>Name of Trusts</b> | <b>Jurisd.</b> |
|-----------------------|----------------|
| Settlement T-551-1FD  | Bahamas        |
| T-1740-27FD           | Bahamas        |
| Settlement T-2113AFD  | Bahamas        |

Schedule 3

| <b>Name of Trusts</b>        | <b>Jurisd.<br/>of Org.</b> |
|------------------------------|----------------------------|
| A.N.P. Trust #8M7            | Illinois                   |
| A.N.P. Trust #12M4           | Illinois                   |
| A.N.P. Trust #13A-Tom M3     | Illinois                   |
| A.N.P. Trust #14M4           | Illinois                   |
| A.N.P. Trust #14M5           | Illinois                   |
| A.N.P. Trust #11M3           | Illinois                   |
| A.N.P. Trust #11M4           | Illinois                   |
| F.L.P. Trust #11M2           | Illinois                   |
| F.L.P. Trust #11M5           | Illinois                   |
| LaSalle Trust #13M3          | Illinois                   |
| Belleview Trust (OR 37) M2   | N/A                        |
| Bly Trust (OR 38) M2         | N/A                        |
| Canyonville Trust (OR 39) M2 | N/A                        |
| Vale Trust (OR 189) M2       | N/A                        |
| Heppner Trust (OR 190) M2    | N/A                        |
| Moro Trust (OR 191) M1       | N/A                        |
| Tillamook Trust (OR 192) M1  | N/A                        |
| Newman Trust (WA 57) M1      | Illinois                   |
| Rock Trust (WA 58) M1        | Illinois                   |
| Roosevelt Trust (WA 59) M1   | Illinois                   |
| Shannon Trust (WA 60) M1     | Illinois                   |
| Stevens Trust (WA 61) M1     | Illinois                   |
| Spectacle Trust (WA 62) M1   | Illinois                   |
| Galispell Trust (WA 63) M1   | Illinois                   |
| West Trust (WA 64) M1        | Illinois                   |
| Lummi Trust (WA 141) M3      | Illinois                   |
| ShoalwaterTrust (WA 142) M3  | Illinois                   |
| Hoh Trust (WA 143) M1        | Illinois                   |
| Quiliayute Trust (WA 144) M3 | Illinois                   |
| Klickitat Trust (WA 149) M2  | Illinois                   |
| Willapa Trust (WA 150) M3    | Illinois                   |
| Snow Trust (WA 151) M2       | Illinois                   |
| ECI QSST Trust #4M3          | Illinois                   |
| Don G C. Trust #1M4          | N/A                        |
| RA G.C. Trust #1M3           | Illinois                   |
| LaSalle G.G. Trust #2M1      | Illinois                   |
| A.N.P. Trust #18-Thomas M6   | Illinois                   |
| LaSalle Trust #42M4          | Illinois                   |
| ECI QSST Trust #5M2          | Illinois                   |
| LaSalle Trust #44M3          | Illinois                   |
| ECI QSST Trust #6M2          | Illinois                   |