

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-03-04** | Period of Report: **2012-07-27**
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(HTML Version on secdatabase.com)

ISSUER

Hyatt Hotels Corp

CIK: [1468174](#) | IRS No.: **201480589** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7011** Hotels & motels

Mailing Address

71 SOUTH WACKER DRIVE
12TH FLOOR
CHICAGO IL 60606

Business Address

71 SOUTH WACKER DRIVE
12TH FLOOR
CHICAGO IL 60606
(312) 750-1234

REPORTING OWNER

Don Family Trust #3-Nancy

CIK: [1497979](#) | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **4/A** | Act: **34** | File No.: **001-34521** | Film No.: **13662270**

Mailing Address

3555 TIMMONS LANE, SUITE
800
HOUSTON TX 77027

Business Address

3555 TIMMONS LANE, SUITE
800
HOUSTON TX 77027
713-961-1600

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Don Family Trust #3-Nancy			2. Issuer Name and Ticker or Trading Symbol Hyatt Hotels Corp [H]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title <input checked="" type="checkbox"/> Other (specify below) See Remarks	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2012			
C/O 1922 TRUST CO LTA, TRUSTEE, 3555 TIMMONS LANE, SUITE 800						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 07/27/2012		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
HOUSTON, TX 77027						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	07/27/2012		J (2) (3)			19,903	(1)	(1)	Class A Common Stock	19,903	(1)	0 (2)	D (2)	
Class B Common Stock	(1)	07/27/2012		J (2) (3)		19,903		(1)	(1)	Class A Common Stock	19,903	(1)	19,903	I	See Footnote 2 (2)
Class B Common Stock	(1)	07/27/2012		J (4)		8,441,951		(1)	(1)	Class A Common Stock	8,441,951	(1)	8,441,951	I	See Footnote 4 (4)

Explanation of Responses:

- 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. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon any transfer, whether or not for value, except for certain permitted transfers described in the Issuer's Amended and Restated Certificate of Incorporation.
- The Reporting Person is an existing trust. On July 27, 2012, the Reporting Person contributed its 19,903 shares of Class B Common Stock to BKMP H Company LP, a newly formed limited partnership, whose general partner is Jultyoon Investments GP LLC and whose limited partners include the Reporting Person.

3. No consideration was paid in connection the contribution, which represents a change in the form of ownership by the Reporting Person and constitutes a "permitted transfer" as defined in the Issuer's Amended and Restated Certificate of Incorporation. BKMP H Company LP, the newly formed limited partnership receiving the shares, has executed a joinder to and become subject to the provisions of the Amended and Restated Global Hyatt Agreement. Accordingly, immediately following such contribution, the shares remained shares of Class B Common Stock.
4. Under certain circumstances, the Reporting Person could participate indirectly through subsidiaries in a limited portion of excess proceeds from profits upon disposition of Class B Common Stock by limited partnerships (including BKMP H Company LP) to which the indicated number of shares of Class B Common Stock were contributed on July 27, 2012 (including the 19,903 shares of Class B Common Stock contributed by the Reporting Person to BKMP H Company LP).

Remarks:

The Reporting Person may be deemed to be a member of a 10% owner group because the Reporting Person has agreed to certain voting agreements and limitations on transfers of shares of Class A Common Stock and Class B Common Stock. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Signatures

/s/ Lewis M. Linn, President of 1922 Trust Co LTA, Trustee

** Signature of Reporting Person

03/04/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.