

RABIN EDWARD W  
Form SC 13D/A  
December 18, 2012

# **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. 6)**

# **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**

**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 11, 2012**

**(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. "

(Continued on following pages)

(Page 1 of 20 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)

2. Check the Appropriate Box if a Member of a Group  
 Gigi Pritzker Pucker and Edward W. Rabin, not individually, but solely as co-trustees of the trusts listed on Appendix A-1.

(a)  (b)

3. SEC Use Only

4. Source of Funds

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**

8. 0  
 Shared Voting Power

**BENEFICIALLY**

**OWNED BY**

**EACH**

9. 7,284,670\*  
 Sole Dispositive Power

**REPORTING**

**PERSON**

**WITH**

10. 0  
 Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

7,284,670\*

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7,284,670\*  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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

4.4%\*  
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 Persons are 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 Persons may be deemed to be members 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 Persons 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 Persons disclaims beneficial ownership.

All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as adjusted to account for the aggregate of 3,180,242 shares of Class B Common Stock that were sold by one of the Separately Filing Group Members on December 6, 2012 and December 12, 2012. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 164,002,394 shares of Common Stock outstanding as of October 26, 2012, as adjusted. 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 Persons represent 6.1% of the total voting power of the Common Stock as of October 26, 2012, as adjusted. 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 26, 2012, as adjusted, which is comprised of 48,568,052 shares of Class A Common Stock and 115,434,342 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.  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** 8. 0  
Shared Voting Power

**BENEFICIALLY**

**OWNED BY**  
**EACH** 9. 1,255,317\*  
Sole Dispositive Power

**REPORTING**

**PERSON** 10. 0  
Shared Dispositive Power  
**WITH**

11. 1,255,317\*  
Aggregate Amount Beneficially Owned by Each Reporting Person

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1,255,317\*  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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

0.8%\*  
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 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as adjusted to account for the aggregate of 3,180,242 shares of Class B Common Stock that were sold by one of the Separately Filing Group Members on December 6, 2012 and December 12, 2012. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 164,002,394 shares of Common Stock outstanding as of October 26, 2012, as adjusted. 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 1.0% of the total voting power of the Common Stock as of October 26, 2012, as adjusted. 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 26, 2012, as adjusted, which is comprised of 48,568,052 shares of Class A Common Stock and 115,434,342 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. Gigi Pritzker Pucker and Edward W. Rabin, not individually, but solely as co-trustees of the trusts listed on Appendix A-3.  
Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

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** 8.  0  
 Shared Voting Power

**BENEFICIALLY**

**OWNED BY**  
**EACH** 9.  9,805,950\*  
 Sole Dispositive Power

**REPORTING**

**PERSON** 10.  0  
 Shared Dispositive Power

**WITH**

11.  9,805,950\*  
Aggregate Amount Beneficially Owned by Each Reporting Person

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9,805,950\*  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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

6.0%\*  
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 Persons are 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 Persons may be deemed to be members of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Persons 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 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as adjusted to account for the aggregate of 3,180,242 shares of Class B Common Stock that were sold by one of the Separately Filing Group Members on December 6, 2012 and December 12, 2012. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 164,002,394 shares of Common Stock outstanding as of October 26, 2012, as adjusted. 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 Persons represent 8.2% of the total voting power of the Common Stock as of October 26, 2012, as adjusted. 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 26, 2012, as adjusted, which is comprised of 48,568,052 shares of Class A Common Stock and 115,434,342 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.

EXPLANATORY NOTE: This Amendment No. 6 to Schedule 13D (Amendment No. 6) 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. 6 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 on September 8, 2010 (Amendment No. 1), Amendment No. 2 to Schedule 13D filed by the Reporting Persons on May 18, 2011 (Amendment No. 2), Amendment No. 3 to Schedule 13D filed by the Reporting Persons on November 29, 2011 (Amendment No. 3), Amendment No. 4 to Schedule 13D filed by the Reporting Persons on January 4, 2012 (Amendment No. 4) and Amendment No. 5 to Schedule 13D filed by the Reporting Persons on December 4, 2012 (Amendment No. 5). The Original Schedule 13D, as amended and supplemented by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 5, 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 3. Source and Amount of Funds or Other Consideration

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

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 744,248 shares of Class B Common Stock from the co-trustees of certain of the James N. Pritzker Family Trusts. These shares were acquired in a privately negotiated transaction, which closed on December 14, 2012, for the purchase price in cash equal to \$36.64 per share, or \$27,269,246.72 in the aggregate. The acquisition qualified as a Permitted Transfer for the purposes of the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, remained shares of Class B Common Stock following the transaction. These shares of Class B Common Stock were acquired using the trusts' cash on hand.

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 32,471 shares of Class B Common Stock from the trustee of the John A. Pritzker Family Trusts. These shares were acquired in a privately negotiated transaction, which closed on December 18, 2012, for the purchase price in cash equal to \$36.64 per share, or \$1,189,737.44 in the aggregate. The acquisition qualified as a Permitted Transfer for the purposes of the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, remained shares of Class B Common Stock following the transaction. These shares of Class B Common Stock were acquired using the trusts' cash on hand.

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 19,153 shares of Class B Common Stock from the co-trustees of the Linda Pritzker Family Trusts. These shares were acquired in a privately negotiated transaction, which closed on December 18, 2012, for the purchase price in cash equal to \$36.64 per share, or \$701,765.92 in the aggregate. The acquisition qualified as a Permitted Transfer for the purposes of the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, remained shares of Class B Common Stock following the transaction. These shares of Class B Common Stock were acquired using the trusts' cash on hand.

#### **Item 4. Purpose of Transaction**

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

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 744,248 shares of Class B Common Stock from the co-trustees of certain of the James N. Pritzker Family Trusts. These shares were acquired in a privately negotiated transaction, which closed on December 14, 2012, for the purchase price in cash equal to \$36.64 per share, or \$27,269,246.72 in the aggregate. The acquisition qualified as a Permitted Transfer for the purposes of the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, remained shares of Class B Common Stock following the transaction.

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 32,471 shares of Class B Common Stock from the trustee of the John A. Pritzker Family Trusts. These shares were acquired in a privately negotiated transaction, which closed on December 18, 2012, for the purchase price in cash equal to \$36.64 per share, or \$1,189,737.44 in the aggregate. The acquisition qualified as a Permitted Transfer for the purposes of the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, remained shares of Class B Common Stock following the transaction.

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 19,153 shares of Class B Common Stock from the co-trustees of the Linda Pritzker Family Trusts. These shares were acquired in a privately negotiated transaction, which closed on December 18, 2012, for the purchase price in cash equal to \$36.64 per share, or \$701,765.92 in the aggregate. The acquisition qualified as a Permitted Transfer for the purposes of the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, remained shares of Class B Common Stock following the transaction.

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

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

(a)-(b) As of the date hereof, the Reporting Persons in the aggregate may be deemed to be the beneficial owners of 18,345,937 shares of Class A Common Stock, issuable upon conversion of 18,345,937 shares of Class B Common Stock beneficially owned by the Reporting Persons. Based on the number of shares of Class B Common Stock outstanding as of October 26, 2012, as adjusted to account for the aggregate of 3,180,242 shares of Class B Common Stock that were sold by one of the Separately Filing Group Members on December 6, 2012 and December 12, 2012, the number of shares of Class B Common Stock beneficially owned by the Reporting Persons represents 15.9% of the total number of shares of Class B Common Stock outstanding. Based on the number of shares of Common Stock outstanding as of October 26, 2012, as adjusted, the number of shares of Common Stock beneficially owned by the Reporting Persons represents 11.2% of the total number of shares of Common Stock outstanding and 15.3% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Based solely on the information contained in an amendment to the Schedule 13D filed by a Separately Filing Group Member on December 17, 2012, a Separately Filing Group Member sold an aggregate of aggregate of 3,180,242 shares of Class B Common Stock in block trades with a broker-dealer on December 6, 2012 and December 12, 2012, at a price of \$35.74 per share and \$35.81 per share, respectively, for an aggregate price of \$113,770,819. In accordance with the Issuer's Amended and Restated Certificate of Incorporation, the shares of Class B Common Stock sold pursuant to such sales automatically converted upon such sales into shares of Class A Common Stock.

Schedule A attached to this Amendment No. 6 amends and restates, in its entirety, Schedule A attached to the Schedule 13D. Schedule A attached to this Amendment No. 6 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. Shares beneficially owned by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, are held indirectly by G14M2 HHC, L.L.C., GHHC, L.L.C., and FLP14 HHC, L.L.C., each 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.

Based solely on the information contained in the Schedule 13D, as amended, filed by a Separately Filing Group Member, as of the date hereof, the Pritzker Family Group in the aggregate may be deemed to be the beneficial owners of 18,969 shares of currently issued Class A Common Stock and 90,322,256 shares of Class A Common Stock issuable upon conversion of 90,322,256 shares of Class B Common Stock beneficially

owned by the Pritzker Family Group. The number of shares of Class A Common Stock beneficially owned by the Pritzker Family Group and currently issued represents less than 0.1% of the total number of shares of Class A Common Stock outstanding, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The number of shares of Class B Common Stock beneficially owned by the Pritzker Family Group represents 78.2% of the total number of shares of Class B Common Stock outstanding. The number of shares of Common Stock beneficially owned by the Pritzker Family Group represents 55.1% of the total number of shares of Common Stock outstanding and 75.1% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule B attached to this Amendment No. 6 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 6 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 the Reporting Persons and each Separately Filing Group Member. All information with regard to the Separately Filing Group Members is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members.

The acquisition of shares of Class B Common Stock by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, from the trustees of certain of the James N. Pritzker Family Trusts, John A. Pritzker Family Trusts and Linda Pritzker Family Trusts did not impact the number of shares or the percentage of the Common Stock beneficially owned by the Pritzker Family Group.

(c) On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 744,248 shares of Class B Common Stock from the co-trustees of certain of the James N. Pritzker Family Trusts. These shares were acquired in a privately negotiated transaction, which closed on December 14, 2012, for the purchase price in cash equal to \$36.64 per share, or \$27,269,246.72 in the aggregate. The acquisition qualified as a Permitted Transfer for the purposes of the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, remained shares of Class B Common Stock following the transaction.

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 32,471 shares of Class B Common Stock from the trustee of the John A. Pritzker Family Trusts. These shares were acquired in a privately negotiated transaction, which closed on December 18, 2012, for the purchase price in cash equal to \$36.64 per share, or \$1,189,737.44 in the aggregate. The acquisition qualified as a Permitted Transfer for the purposes of the Issuer's Amended and Restated Certificate

of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, remained shares of Class B Common Stock following the transaction.

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 19,153 shares of Class B Common Stock from the co-trustees of the Linda Pritzker Family Trusts. These shares were acquired in a privately negotiated transaction, which closed on December 18, 2012, for the purchase price in cash equal to \$36.64 per share, or \$701,765.92 in the aggregate. The acquisition qualified as a Permitted Transfer for the purposes of the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock acquired by Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, remained shares of Class B Common Stock following the transaction.

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

Item 6 of the Schedule 13D is amended and supplemented as follows:

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, entered into a Purchase and Sale Agreement (the JNP Purchase and Sale Agreement) with the co-trustees of certain of the James N. Pritzker Family Trusts, pursuant to which Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, among other things, agreed to acquire 744,248 shares of Class B Common Stock from the co-trustees of certain of the James N. Pritzker Family Trusts for a purchase price in cash equal to \$36.64 per share, or \$27,269,246.72 in the aggregate.

The summary of the JNP Purchase and Sale Agreement contained in this Item 6 is qualified in its entirety by reference to the JNP Purchase and Sale Agreement, which is filed as Exhibit 9 hereto and incorporated herein by reference.

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, entered into a Purchase and Sale Agreement (the JAP Purchase and Sale Agreement) with the trustee of the John A. Pritzker Family Trusts, pursuant to which Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, among other things, agreed to acquire 32,741 shares of Class B Common Stock from the trustee of the John A. Pritzker Family Trusts for a purchase price in cash equal to \$36.64 per share, or \$1,189,737.44 in the aggregate.

The summary of the JAP Purchase and Sale Agreement contained in this Item 6 is qualified in its entirety by reference to the JAP Purchase and Sale Agreement, which is filed as Exhibit 10 hereto and incorporated herein by reference.

On December 11, 2012, Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, entered into a Purchase and Sale Agreement (the LP Purchase and Sale

Agreement ) with the co-trustees of the Linda Pritzker Family Trusts, pursuant to which Gigi Pritzker Pucker and Edward W. Rabin, as Co-Trustees, agreed to acquire 19,153 shares of Class B Common Stock from the co-trustees of the Linda Pritzker Family Trusts for a purchase price in cash equal to \$36.64 per share, or \$701,765.92 in the aggregate.

The summary of the LP Purchase and Sale Agreement contained in this Item 6 is qualified in its entirety by reference to the LP Purchase and Sale Agreement, which is filed as Exhibit 11 hereto and incorporated herein by reference.

On December 14, 2012, FLP14 HHC, L.L.C. executed a joinder to, and thereby became subject to the provisions of, the Global Hyatt Agreement.

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

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

- Exhibit 9 Purchase and Sale Agreement, dated as of December 11, 2012, by and among each of the signatories thereto.
- Exhibit 10 Purchase and Sale Agreement, dated as of December 11, 2012, by and among each of the signatories thereto.
- Exhibit 11 Purchase and Sale Agreement, dated as of December 11, 2012, by and among each of the signatories thereto.

**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 18, 2012

/s/ Gigi Pritzker Pucker  
Gigi Pritzker Pucker, not individually, but solely in the capacity as co-trustee of the trusts listed on Appendix A-1.

/s/ Edward W. Rabin  
Edward W. Rabin, not individually, but solely in the capacity as co-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/ Gigi Pritzker Pucker  
Gigi Pritzker Pucker, not individually, but solely in the capacity as co-trustee of the trusts listed on Appendix A-3.

/s/ Edward W. Rabin  
Edward W. Rabin, not individually, but solely in the capacity as co-trustee of the trusts listed on Appendix A-3.

\* A Secretary's Certificate evidencing the authority of such persons to sign and file this Amendment No. 6 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. 6 to Schedule 13D]

**Appendix A-1**

Trust Name	Jurisd. of Org.
P.G. Gigi Trust M3	Illinois
A.N.P. Trust #6M6	Illinois
A.N.P. Trust #11M8	Illinois
A.N.P. Trust #17M8	Illinois
LaSalle Trust No. 49M1	Illinois
LaSalle Trust No. 54M1	Illinois
LaSalle Trust No. 58M1	Illinois
Don G.C. Trust #4M4	N/A
RA G.C. Trust #4M4	Illinois
LaSalle G.C. Trust#5M1	Illinois
A.N.P. Trust #5-Gigi M5	Illinois

**Appendix A-2**

Trust Name	Jurisd. of Org.
Settlement T-551-4FD	Bahamas
Settlement 1740 Trust #30FD	Bahamas
Settlement T -2113D-FDM	Bahamas
Settlement T-2113D-FDJ	Bahamas
Settlement T -2113D-FDA	Bahamas

**Appendix A-3**

Name of Trusts	Jurisd.
F.L.P. Trust #14M2	of Org.
F.L.P. Trust #14M3	Illinois
F.L.P. Trust #14M4	Illinois
F.L.P. Trust #14M5	Illinois
F.L.P. Trust #14	Illinois

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

Name of Beneficial Owner	Class A Common Stock <sup>2</sup>		Class B Common Stock <sup>3</sup>		% of Total Common Stock <sup>4</sup>	% of Total Voting Power <sup>5</sup>
	Shares	% of Class A	Shares	% of Class B		
Gigi Pritzker Pucker and Edward W. Rabin, not individually, but solely in the capacity as co-trustees of the trusts listed on <u>Appendix A-1</u> .			7,284,670	6.3%	4.4%	6.1%
CIBC Trust Company (Bahamas) Limited, not individually, but solely in the capacity as trustee of the trusts listed on <u>Appendix A-2</u> .			1,255,317	1.1%	0.8%	1.0%
Gigi Pritzker Pucker and Edward W. Rabin, not individually, but solely in the capacity as co-trustees of the trusts listed on <u>Appendix A-3</u> .			9,805,950	8.5%	6.0%	8.2%

<sup>1</sup> All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as adjusted to account for the conversion of 1,623,529 and 1,556,713 shares of Class B Common Stock into Class A Common Stock pursuant to sales by a Separately Filing Group Member on December 6, 2012 and December 12, 2012, respectively.

<sup>2</sup> The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 48,568,052 shares of the Class A Common Stock outstanding as of October 26, 2012, as adjusted, 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 115,434,342 shares of Class B Common Stock outstanding as of October 26, 2012, as adjusted.

<sup>4</sup> The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 48,568,052 shares of Class A Common Stock and 115