

Hilton Worldwide Holdings Inc.

Form S-1/A

October 18, 2013

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As filed with the Securities and Exchange Commission on October 18, 2013.

Registration No. 333-191110

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

**Amendment No. 1**  
**to**  
**FORM S-1**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Hilton Worldwide Holdings Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

<b>Delaware</b> <b>(State or other jurisdiction of</b>	<b>7011</b> <b>(Primary Standard Industrial</b>	<b>27-4384691</b> <b>(I.R.S. Employer</b>
<b>incorporation or organization)</b>	<b>Classification Code Number)</b> <b>7930 Jones Branch Drive, Suite 1100</b>	<b>Identification No.)</b>

**McLean, VA 22102**

**Telephone: (703) 883-1000**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

**Christopher J. Nassetta**

**President and Chief Executive Officer**

**Hilton Worldwide Holdings Inc.**

**7930 Jones Branch Drive, Suite 1100**

**McLean, VA 22102**

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**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

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<b>Rampson Thacher &amp; Bartlett LLP</b>	<b>Executive Vice President and</b>	<b>Executive Vice President and</b>	<b>John B. Meade</b>
<b>425 Lexington Avenue</b>	<b>General Counsel</b>	<b>Chief Financial Officer</b>	<b>Davis Polk &amp; Wardwell LLP</b>
<b>New York, NY 10017</b>	<b>Hilton Worldwide Holdings Inc.</b>	<b>Hilton Worldwide Holdings Inc.</b>	<b>450 Lexington Avenue</b>
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Approximate date of commencement of the proposed sale of the securities to the public: **As soon as practicable after the Registration Statement is declared effective.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Large accelerated filer "

Accelerated filer "

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company "

**CALCULATION OF REGISTRATION FEE**

	<b>Proposed Maximum Aggregate</b>	<b>Amount of Registration Fee<sup>(3)</sup></b>
<b>Title Of Each Class Of Securities To Be Registered</b>	<b>Offering Price<sup>(1)(2)</sup></b>	
Common Stock, par value \$0.01 per share	\$ 1,250,000,000	\$ 170,500

- (1) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(o) under the Securities Act of 1933.
- (2) Includes shares of common stock subject to the underwriters' option to purchase additional shares of common stock.
- (3) Previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**Subject to Completion. Dated October 18, 2013.**

**Shares**

**Hilton Worldwide Holdings Inc.**

**Common Stock**

This is an initial public offering of shares of common stock of Hilton Worldwide Holdings Inc. All of the shares of common stock are being sold by us.

Prior to this offering, there has been no public market for the common stock. It is currently estimated that the initial public offering price per share will be between \$            and \$            . We intend to apply to list our shares of common stock on            under the symbol            .

After the completion of this offering, affiliates of The Blackstone Group L.P. will continue to own a majority of the voting power of shares eligible to vote in the election of our directors. As a result, we will be a    controlled company. See Management Controlled Company Exception.

*See **Risk Factors** beginning on page 15 to read about factors you should consider before buying shares of our common stock.*

**Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

**Per  
Share            Total**

Initial public offering price	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds, before expenses, to us <sup>(1)</sup>	\$	\$

<sup>(1)</sup> See Underwriting.

To the extent that the underwriters sell more than \_\_\_\_\_ shares of our common stock, the underwriters have the option to purchase up to an additional \_\_\_\_\_ shares of our common stock from us at the initial public offering price less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on or about \_\_\_\_\_, \_\_\_\_\_.

**Deutsche Bank Securities**

**Goldman, Sachs & Co.  
Prospectus dated**

**BofA Merrill Lynch  
, .**

**Morgan Stanley**

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Neither we nor the underwriters have authorized anyone to provide you with information different from that contained in this prospectus, any amendment or supplement to this prospectus or any free writing prospectus prepared by us or on our behalf. Neither we nor the underwriters take any responsibility for, or can provide any assurance as to the reliability of, any information other than the information in this prospectus, any amendment or supplement to this prospectus or any free writing prospectus prepared by us or on our behalf. We and the underwriters are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of shares of our common stock.

Unless indicated otherwise, the information included in this prospectus (1) assumes no exercise by the underwriters of the option to purchase up to an additional \_\_\_\_\_ shares of common stock from us, (2) assumes that the shares of

common stock to be sold in this offering are sold at \$        per share of common stock, which is the midpoint of the price range indicated on the front cover of this prospectus, and (3) reflects the stock split that we intend to effectuate prior to this offering, whereby each issued and outstanding share of our common stock will be converted into shares.

Except where the context requires otherwise, references in this prospectus to Hilton, Hilton Worldwide, the Company, we, us, and our refer to Hilton Worldwide Holdings Inc., together with its consolidated subsidiaries. We refer to the estimated over 300,000 individuals working at our owned, leased, managed, franchised, timeshare and corporate locations worldwide as of June 30, 2013 as our team members. Of these team members, approximately 147,000 were directly employed or supervised by us and the remaining team members were employed or supervised by third-parties. Except where the context requires otherwise, references to our properties, hotels and rooms refer to the hotels, resorts and timeshare properties managed, franchised, owned or leased by us. Of these hotels or resorts and rooms, a portion are directly owned or leased by us or joint ventures in which we have an interest and the remaining hotels or resorts and rooms were owned by our third-party owners.

Investment funds associated with or designated by The Blackstone Group L.P., our current majority owners, are referred to herein as Blackstone or our Sponsor and Blackstone, together with the other owners of Hilton Worldwide Holdings Inc. prior to this offering, are collectively referred to as our existing owners.

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Reference to **ADR** or **Average Daily Rate** means hotel room revenue divided by total number of rooms sold in a given period and **RevPAR** or **Revenue per Available Room** represents hotel room revenue divided by room nights available to guests for a given period. References to **RevPAR index** measure a hotel's relative share of its segment's Revenue per Available Room. For example, if a subject hotel's RevPAR is \$50 and the RevPAR of its competitive set is \$50, the subject hotel would have no RevPAR index premium. If the subject hotel's RevPAR totaled \$60, its RevPAR index premium would be 20%, which indicates that the subject hotel has outperformed other hotels in its competitive set. References to **global RevPAR index premium** means the average RevPAR index premium of our comparable hotels (as defined in **Management's Discussion and Analysis of Financial Condition and Results of Operations Key Business and Financial Metrics used by Management Comparable Hotels** on page 64, but excluding hotels that do not receive competitive set information from Smith Travel Research, or STR, or do not participate with STR). The owner or manager of each Hilton comparable hotel exercises its discretion in identifying the competitive set of properties for such hotel, considering factors such as physical proximity, competition for similar customers, product features, services and amenities, quality and average daily rate, as well as STR rules regarding competitive set makeup. Accordingly, while the hotel brands included in the competitive set for any given Hilton comparable hotel depend heavily on market-specific conditions, the competitive sets for Hilton comparable hotels frequently include properties branded with the competing brands identified for the relevant Hilton comparable hotel listed under **Selected Competitors** on page 111. STR provides us with the relevant data for competitive sets that we submit for each of our comparable hotels, which we utilize to compute the RevPAR index for our comparable hotels.

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**SUMMARY**

*This summary highlights information contained elsewhere in this prospectus and does not contain all of the information you should consider before investing in shares of our common stock. You should read this entire prospectus carefully, including the section entitled "Risk Factors" and the financial statements and the related notes included elsewhere in this prospectus, before you decide to invest in shares of our common stock.*

**Hilton Worldwide**

Hilton Worldwide is one of the largest and fastest growing hospitality companies in the world, with 4,041 hotels, resorts and timeshare properties comprising 665,667 rooms in 90 countries and territories. In the nearly 100 years since our founding, we have defined the hospitality industry and established a portfolio of 10 world-class brands. Our flagship full-service Hilton Hotels & Resorts brand is the most recognized hotel brand in the world. Our premier brand portfolio also includes our luxury hotel brands, Waldorf Astoria Hotels & Resorts and Conrad Hotels & Resorts, our full-service hotel brands, DoubleTree by Hilton and Embassy Suites Hotels, our focused-service hotel brands, Hilton Garden Inn, Hampton Inn, Homewood Suites by Hilton and Home2 Suites by Hilton and our timeshare brand, Hilton Grand Vacations (HGV). We own or lease interests in 157 hotels, many of which are located in global gateway cities, including iconic properties such as The Waldorf=Astoria New York, the Hilton Hawaiian Village, and the London Hilton on Park Lane. More than 300,000 team members proudly serve in our properties and corporate offices around the world, and we have approximately 38 million members in our award-winning customer loyalty program, Hilton HHonors.

We operate our business through three segments: (1) management and franchise; (2) ownership; and (3) timeshare. These complementary business segments enable us to capitalize on our strong brands, global market presence and significant operational scale. Through our management and franchise segment, which consists of 3,843 hotels with 596,765 rooms, we manage hotels, resorts and timeshare properties owned by third parties and we license our brands to franchisees. Our management and franchise segment generates high margins and long-term recurring cash flow, and has grown by 39% in terms of number of rooms since June 30, 2007, representing 98% of our overall room growth, with virtually no capital investment by us. Our ownership segment consists of 157 hotels with 62,498 rooms that we own or lease. Through our timeshare segment, which consists of 41 properties comprising 6,404 units, we market and sell timeshare intervals, operate timeshare resorts and a timeshare membership club and provide consumer financing.

In October 2007 we were acquired by affiliates of The Blackstone Group L.P. and assembled a new management team led by Christopher J. Nassetta, our President and Chief Executive Officer. Under our new leadership, we have transformed our business, creating a globally aligned organization and establishing a performance-driven culture. As part of our transformation, we focused on both top- and bottom-line operating performance, strengthening and expanding our brands and commercial services platform, and enhancing our growth rate, particularly in markets outside the U.S. where our brands historically had been underrepresented.

As a result of the transformation of our business, despite the sharp downturn in our industry, between June 30, 2007 and June 30, 2013, we have:

increased the number of open rooms in our system by 34%, or 170,000 rooms, which represents the highest growth rate of any major lodging company;

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grown the number of rooms in our development pipeline by 52% to an industry-leading 176,000 rooms, over 99% of which are within our higher-margin, capital light management and franchise segment;

increased our total number of rooms under construction by 121%, to an industry-leading 92,000 rooms, over 99% of which are within our management and franchise segment;

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increased the geographic diversity of our pipeline, with rooms in the development pipeline outside the U.S. increasing from less than 20% to more than 60%, and rooms under construction outside the U.S. increasing from less than 15% to nearly 80%;

significantly enhanced our presence in key segments, brands and geographies, including significant growth in the luxury segment, in our DoubleTree by Hilton and Home2 Suites by Hilton brands and in the number of hotels in Europe and Greater China;

increased our management and franchise segment's Adjusted EBITDA by 25% from the year ended December 31, 2007 to the year ended December 31, 2012 and grown the proportion of our aggregate segment Adjusted EBITDA contributed by our management and franchise segment from 47% to 53%;

increased the average global revenue per available room, or RevPAR, premium for all brands globally by approximately two percentage points to 15% on a trailing twelve month basis;

expanded membership in our Hilton HHonors program by 83% since December 31, 2007;

significantly outperformed our competitors in the timeshare segment, with annual interval sales increasing over 40% since the year ended December 31, 2007 and segment Adjusted EBITDA as a percentage of timeshare revenue increasing 400 basis points since the year ended December 31, 2010, while beginning a transformation of the business to a more capital-efficient model; for the twelve months ended June 30, 2013, 43% of our sales of timeshare intervals were developed by third parties versus 0% for the year ended December 31, 2009; and

significantly improved profitability, increasing our Adjusted EBITDA by an annual average of 12% from the year ended December 31, 2010 through the year ended December 31, 2012, and for the six months ended June 30, 2013, increasing our Adjusted EBITDA by 17% compared to the six months ended June 30, 2012. Net income attributable to Hilton stockholder increased by 68% on average from the year ended December 31, 2010 through the year ended December 31, 2012, and for the six months ended June 30, 2013 net income attributable to Hilton stockholder increased 66% as compared to the six months ended June 30, 2012.

See Summary Historical Financial Data for the definition of Adjusted EBITDA and a reconciliation of net income attributable to Hilton stockholder to Adjusted EBITDA.

We believe this transformation positions us to continue to increase our share of the expanding global lodging industry, which continues to exhibit strong fundamentals and significant long-term growth prospects supported by increasing global travel and tourism. Our business has grown during times of economic expansion as well as during global economic downturns. For example, during the period between January 1, 2000 and June 30, 2013, we increased the total number of hotel rooms in our system every year, achieving total growth of 120% and a compound annual growth rate, or CAGR, of 6%. Our industry leading percentage of global rooms under construction of 17.9% significantly exceeds our industry leading percentage of the existing global hotel supply of 4.5%, according to data provided by Smith Travel Research, Inc., or STR. We expect that our #1 share of worldwide rooms under construction will allow

us to continue to expand our share of worldwide rooms supply and build on our leading market position.



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The transformation of our business since 2007 has enabled us to increase the number of hotels and timeshare units in our system at a more rapid rate than any other major lodging company. The following table illustrates our global room supply by business segment.

### **Our Competitive Strengths**

We believe the following competitive strengths provide the foundation for our position as a leading global hospitality company.

***World-Class Hospitality Brands.*** Our globally recognized, world-class brands have defined the hospitality industry. Our flagship Hilton Hotels & Resorts brand often serves as an introduction to our wider range of brands that are designed to accommodate any customer's needs anywhere in the world. Our brands have achieved an average global RevPAR index premium of 15% for the twelve months ended June 30, 2013, based on STR data. This means that our brands achieve on average 15% more revenue per room than competitive properties in similar markets. The demonstrated strength of our brands makes us a preferred partner for hotel owners, who have invested tens of billions of dollars since December 31, 2007 in the development and improvement of our branded hotels.

***Leading Global Presence and Scale.*** We are one of the largest hospitality companies in the world with 4,041 properties and 665,667 rooms in 90 countries and territories. We have hotels in key gateway cities such as New York, London, Dubai, Johannesburg, Tokyo, Shanghai and Sydney and 347 hotels located at or near airports around the world. Our global presence allows us to serve our loyal customers throughout the world and to introduce our award-winning brands to customers in new markets. These world-class brands facilitate system growth by providing hotel owners with a variety of options to address each market's specific needs. In addition, the diversity of our operations reduces our exposure to business cycles, individual market disruptions and other risks. Our robust commercial services platform allows us to take advantage of our scale to more effectively deliver products and services that drive customer preference and enhance commercial performance on a global basis.

***Large and Growing Loyal Customer Base.*** Serving our customers is our first priority. By continually adapting to customer preferences and providing our customers with superior experiences, we have improved our overall customer satisfaction ratings four of the last five years. We earned 32 first place awards in the J.D. Power North America Guest Satisfaction rankings since 1999, more than any multi-

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brand lodging company. Our hotels accommodated more than 125 million customer visits during the twelve months ended June 30, 2013, with members of our Hilton HHonors loyalty program contributing approximately 50% of the more than 170 million resulting room nights. Hilton HHonors unites all our brands, encourages customer loyalty and allows us to provide tailored promotions, messaging and customer experiences. We have grown the membership in our Hilton HHonors program by approximately 83% from approximately 21 million as of December 31, 2007 to nearly 38 million as of June 30, 2013.

***Significant Embedded Growth.*** All of our segments are expected to grow through improvement in same-store performance driven by strong anticipated industry fundamentals. PKF Hospitality Research, LLC, or PKF-HR, predicts that lodging industry RevPAR in the U.S., where 78% of our system rooms are located, will grow 7.2% in 2014 and 8.1% in 2015. Our management and franchise segment also is expected to grow through new room additions, as upon completion, our industry-leading development pipeline would result in a 27% increase in our room count with minimal capital investment from us. In addition, our franchise revenues should grow over time as franchise agreements renew at our published license rates, which are higher than our current effective rates. For the twelve months ended June 30, 2013, our weighted average effective license rate across our brands was 4.5% of room revenue, an increase of over 12% since 2007, and our weighted average published license rate was 5.4% as of June 30, 2013. We also expect our incentive management fees, which are linked to hotel profitability measures, to increase as a result of the expected improvements in industry fundamentals. In our ownership segment, we believe we will benefit from strong growth in bottom-line earnings as industry fundamentals continue to improve as a result of this segment's operating leverage, and our large hotels with significant meeting space should benefit from recent improvements in group demand, which we expect will exhibit strong growth as the current stage of the lodging cycle advances. Finally, our timeshare business has over five years of projected interval supply at our current sales pace in the form of existing owned inventory and executed capital light projects, which should enable us to continue to grow our earnings from the segment with lower levels of capital investment from us.

***Strong Cash Flow Generation.*** We generate significant cash flow from operating activities with an increasing percentage from our growing capital light management and franchise and timeshare segments. During the five-year period ended December 31, 2012, we generated an aggregate of \$3.6 billion in cash flow from operating activities. We increased our cash flow from operating activities from \$219 million for the year ended December 31, 2008 to \$1.1 billion for the year ended December 31, 2012. We believe that our focus on cash flow generation, the relatively low investment required to grow our management and franchise and timeshare segments, and our disciplined approach to capital allocation position us to maximize opportunities for profitability and growth while continuing to reduce our indebtedness over time.

***Iconic Hotels with Significant Underlying Real Estate Value.*** Our diverse global portfolio of owned and leased hotels includes a number of iconic properties in major gateway cities such as New York City, London, San Francisco, Chicago, São Paulo, Sydney and Tokyo. The portfolio also includes iconic hotels with significant embedded asset value, including: The Waldorf=Astoria New York, a landmark luxury hotel with 1,413 rooms encompassing an entire city block in the heart of midtown Manhattan near Grand Central Terminal; the Hilton Hawaiian Village, a full-service beach resort with 2,860 rooms that sits on approximately 22 oceanfront acres along Waikiki Beach on the island of Oahu; and the London Hilton on Park Lane, a 453-room hotel overlooking Hyde Park in the exclusive Mayfair district of London. Our ten owned hotels with the highest Adjusted EBITDA contributed 54% of our ownership segment's Adjusted

EBITDA during the year ended December 31, 2012, which highlights the quality of our key flagship properties. In addition, we believe the iconic nature of many of these properties creates significant value for our entire system of properties by reinforcing the world-class nature of our brands. We continually focus on increasing the value and enhancing the market position of our owned and leased hotels and have invested \$1.8 billion in these properties

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between December 31, 2007 and June 30, 2013. Over time, we believe we can unlock significant incremental value through opportunistically exiting assets or executing on adaptive reuse plans for all or a portion of certain hotels as retail, residential or timeshare uses.

***Market-Leading and Innovative Timeshare Platform.*** Our timeshare business complements our other segments and provides an alternative hospitality product that serves an attractive customer base. Our timeshare customers are among our most loyal hotel customers, with estimated spend in our hotel system increasing approximately 40% after the purchase of their timeshare interests. Historically, we have concentrated our timeshare efforts in four key markets: Florida, Hawaii, New York City and Las Vegas, which has helped us to increase annual sales of timeshare intervals by more than 40% since 2007 while yielding strong profit margins during a time when our competitors generally experienced declines in both sales and profit margins. As a result of this strong operating performance and the returns we were able to drive on our own timeshare developments, in 2010 we began a transformation of our timeshare business to a capital light model in which third-party timeshare owners and developers provide capital for development while we act as sales and marketing agent and property manager. Through these transactions, we receive a sales and marketing commission and branding fees on sales of timeshare intervals, recurring fees to operate the homeowners' associations and revenues from resort operations. We also earn recurring fees in connection with the points-based membership programs we operate that provide for exclusive exchange, leisure travel and reservation services, and through fees related to the servicing of consumer loans. We have increased the sales of intervals developed by third parties from zero in 2009 to 43% for the twelve months ended June 30, 2013, which has dramatically reduced the capital requirements of our timeshare segment while continuing to drive strong earnings and cash flows. For the year ended December 31, 2012 and the six months ended June 30, 2013, we incurred \$46 million and \$35 million, respectively, of inventory costs in the timeshare segment, compared to an average of \$405 million annually during 2007 and 2008.

***Performance-Driven Culture.*** We are an organization of people serving people, thus it is imperative that we attract and retain best-in-class talent to serve our various stakeholders. We have a performance-driven culture that begins with an intense alignment around our mission, vision, values and key strategic priorities. Our President and Chief Executive Officer, Christopher J. Nassetta, has nearly 30 years of experience in the hotel industry, previously serving as President and Chief Executive Officer of Host Hotels & Resorts, Inc., where he was named *Institutional Investor's* 2007 REIT CEO of the Year. He and the balance of our executive management team have been instrumental in transforming our organization and installing a culture that develops leaders at all levels of the organization who are focused on delivering exceptional service to our customers every day. We rely on our over 300,000 team members to execute our strategy and continue to enhance our products and services to ensure that we remain at the forefront of performance and innovation in the lodging industry.

### **Our Business and Growth Strategy**

The following are key elements of our strategy to become the preeminent global hospitality company – the first choice of guests, team members and owners alike:

***Expand our Global Footprint.*** We intend to build on our leading position in the U.S. and expand our global footprint. In February 2006, we reacquired Hilton International Co., which had operated as a separate company since 1964, and in so doing, reacquired the international Hilton branding rights. Reuniting Hilton's

U.S. and international operations has provided us with the platform to grow our business and brands globally. As a result of the reacquisition and focus on global expansion, we currently rank number one or number two in every major region of the world by rooms under construction, based on STR data. We aim to increase the relative contribution of our international operations, which accounted for only 27% of our revenues during the year ended December 31, 2012.

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Of our new rooms under construction, 79% are located outside of the U.S. We plan to continue to expand our global footprint by introducing the right brands with the right product positioning in targeted markets and allocating business development resources effectively to drive new unit growth in every region of the world.

***Grow our Fee-Based Businesses.*** We intend to grow our higher margin, fee-based businesses. We expect to increase the contribution of our management and franchise segment, which already accounts for more than half of our aggregate segment Adjusted EBITDA, through new third-party hotel development and the conversion of existing hotels to our brands. The number of rooms in our management and franchise segment grew by 39% from June 30, 2007 to June 30, 2013 and substantially all of our current development pipeline of 176,449 rooms consists of hotels in this segment. Upon completion, this pipeline of new, third-party owned hotels would result in a 30% increase in our management and franchise room count with minimal capital investment from us. In addition, we aim to increase the average effective franchise fees we receive over time by renewing and entering into new franchise agreements at our current published franchise fee rates.

***Continue to Increase the Capital Efficiency of our Timeshare Business.*** Traditionally, timeshare operators have funded 100% of the investment necessary to acquire land and construct timeshare properties. In 2010, we began sourcing timeshare intervals through sales and marketing agreements with third-party developers. These agreements enable us to generate fees from the sales and marketing of the timeshare intervals and club memberships and from the management of the timeshare properties without requiring us to fund acquisition and construction costs. Our supply of third-party developed timeshare intervals has increased to 69,000 as of June 2013, compared to no supply in 2009, and the percentage of sales of timeshare intervals developed by third parties has already increased to 43% for the twelve months ended June 30, 2013. We will continue to seek opportunities to grow our timeshare business through this capital light model.

***Optimize the Performance of our Owned and Leased Hotels.*** In addition to utilizing our commercial services platform to enhance the revenue performance of our owned and leased assets, we have focused on maximizing the cost efficiency of the portfolio by implementing labor management practices and systems and reducing fixed costs to drive profitability. Through our disciplined approach to asset management, we have developed and executed on strategic plans for each of our hotels and have invested \$1.8 billion in our portfolio since December 31, 2007 to enhance the market position of each property. We expect to continue to enhance the performance of our hotels by improving operating efficiencies, and believe there is an opportunity to drive further improvements in operating margins and Adjusted EBITDA. The Adjusted EBITDA of our owned and leased portfolio for 2012 was still below 2008 levels. Further, at certain of our hotels, we are developing plans for the adaptive reuse of all or a portion of the property to residential, retail or timeshare uses. Finally, we expect to create value over time by opportunistically selling assets and restructuring or exiting leases.

***Strengthen our Brands and Commercial Services Platform.*** We intend to enhance our world-class brands through superior brand management by continuing to develop products and services that drive increased RevPAR premiums. We will continue to refine our luxury brands to deliver modern products and service standards that are relevant to today's luxury traveler. We will continue to position our full-service operating model and product standards to meet evolving customer needs and drive financial results that support

incremental owner investment in our hotels. In our focused-service brands, we will continue to position for growth in the U.S., and tailor our products as appropriate to meet the needs of customers and developers outside the U.S. We will continue to innovate and enhance our commercial services platform to ensure we have the most formidable sales, pricing, marketing and distribution platform in the industry to drive premium commercial performance to our entire system of hotels. We also will continue to invest in our Hilton HHonors customer loyalty program to ensure it remains relevant to our customers and drives customer loyalty and value to our hotel owners.

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**Our Industry**

We believe that the fundamentals of the global hotel industry, as projected by analysts, particularly in the U.S., where 78% of our system-wide rooms are located, will yield strong industry performance and support the growth of our business in coming years. According to STR data, U.S. lodging demand, as measured by number of booked hotel rooms, has improved with the economic recovery in recent years, experiencing a CAGR of 4.9% over the last three years, significantly exceeding the 25-year CAGR of 1.8%. In contrast, over the last three years, U.S. lodging industry supply has grown at a CAGR of 0.9%, well below the 25-year CAGR of 2.0%. We believe this positive imbalance between demand growth and supply growth has contributed to a RevPAR CAGR of 6.8% over the last three years, well above the 25-year CAGR of 2.7%. According to PKF-HR, total U.S. lodging industry RevPAR is expected to increase 7.2% in 2014 and 8.1% in 2015. According to STR data, global lodging demand, as measured by number of booked hotel rooms, has grown at a CAGR of 5.3% over the last three years and hotel supply growth increased at a CAGR of 1.6%. We believe these attractive supply/demand fundamentals provide the potential for continued global RevPAR growth in the coming years.

In addition, we believe that broader positive global macroeconomic and travel and tourism trends will continue to drive longer-term growth in the lodging sector. In particular, we believe that a growing middle class (which the Organization for Economic Co-operation and Development, or OECD, expects will grow from approximately two to five billion people by 2030) with the desire and resources to travel both within their home regions and elsewhere will support growth in global tourism (which the United Nations World Tourism Organization projects will grow on average between 3% and 4% annually through 2030) and will be an important factor in driving the growth of the global lodging industry. We believe that these trends will provide a strong basis for our growth over the long term.

**Our Sponsor**

Blackstone (NYSE: BX) is one of the world's leading investment and advisory firms. Blackstone's alternative asset management businesses include the management of corporate private equity funds, real estate funds, hedge fund solutions, credit-oriented funds and closed-end mutual funds. Blackstone also provides various financial advisory services, including financial and strategic advisory, restructuring and reorganization advisory and fund placement services. Through its different businesses, Blackstone had total assets under management of approximately \$230 billion as of June 30, 2013. Blackstone's global real estate group is the largest private equity real estate manager in the world with \$64 billion of investor capital under management as of June 30, 2013.

**Refinancing Transactions**

Prior to consummating this offering, we expect to close the following transactions, which we refer to collectively as our Refinancing Transactions :

our entry into new senior secured credit facilities consisting of a \$7.6 billion term loan facility and a \$1.0 billion revolving credit facility;

the release from escrow of the proceeds of our recent private placement of \$1.5 billion of 5.625% senior notes due 2021, or senior notes;



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the entry by certain of our domestic subsidiaries that hold U.S. owned real estate into a \$3.5 billion commercial mortgage-backed securities loan; and

the entry by certain of our domestic subsidiaries into a \$0.525 billion mortgage loan secured by our Waldorf=Astoria New York property.

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We intend to use the net proceeds from the Refinancing Transactions, together with available cash and borrowings under our revolving non-recourse timeshare notes credit facility, to repay certain of our indebtedness. For more information, see Description of Certain Indebtedness.

### **Investment Risks**

An investment in shares of our common stock involves substantial risks and uncertainties that may adversely affect our business, financial condition and results of operations and cash flows. Some of the more significant challenges and risks relating to an investment in our company include those associated with:

We are subject to the business, financial, and operating risks inherent to the hospitality industry, any of which could reduce our revenues and limit opportunities for growth.

Macroeconomic and other factors beyond our control can adversely affect and reduce demand for our products and services.

Contraction in the global economy or low levels of economic growth could adversely affect our revenues and profitability as well as limit or slow our future growth.

The hospitality industry is subject to seasonal and cyclical volatility, which may contribute to fluctuations in our results of operations and financial condition.

Because we operate in a highly competitive industry, our revenues or profits could be harmed if we are unable to compete effectively.

Any deterioration in the quality or reputation of our brands could have an adverse impact on our reputation, business, financial condition or results of operations.

If we are unable to maintain good relationships with third-party hotel owners and renew or enter into new management and franchise agreements, we may be unable to expand our presence and our business, financial condition and results of operations may suffer.

We are exposed to the risks resulting from significant investments in owned and leased real estate, which could increase our costs, reduce our profits and limit our ability to respond to market conditions.

Our efforts to develop, redevelop or renovate our owned and leased properties could be delayed or become more expensive, which could reduce revenues or impair our ability to compete effectively.

We share control in joint venture projects, which limits our ability to manage third-party risks associated with these projects.

The timeshare business is subject to extensive regulation and failure to comply with such regulation may have an adverse impact on our business.

A decline in timeshare interval inventory or our failure to enter into and maintain timeshare management agreements may have an adverse effect on our business or results of operations.

Some of our existing development pipeline may not be developed into new hotels, which could materially adversely affect our growth prospects.

Failures in, material damage to, or interruptions in our information technology systems, software or websites and difficulties in updating our existing software or developing or implementing new software could have a material adverse effect on our business or results of operations.

We may be exposed to risks and costs associated with protecting the integrity and security of our guests personal information.

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Failure to comply with marketing and advertising laws, including with regard to direct marketing, could result in fines or place restrictions on our business.

Because we derive a portion of our revenues from operations outside the United States, the risks of doing business internationally could lower our revenues, increase our costs, reduce our profits or disrupt our business.

The loss of senior executives or key field personnel, such as general managers, could significantly harm our business.

Any failure to protect our trademarks and other intellectual property could reduce the value of the Hilton brands and harm our business.

Our substantial indebtedness and other contractual obligations could adversely affect our financial condition, our ability to raise additional capital to fund our operations, our ability to operate our business, our ability to react to changes in the economy or our industry and pay our debts and could divert our cash flow from operations for debt payments.

Affiliates of our Sponsor control us and their interests may conflict with ours or yours in the future.

Please see Risk Factors for a discussion of these and other factors you should consider before making an investment in shares of our common stock.

Hilton Worldwide Holdings Inc. was incorporated in Delaware in March 2010. In 1919, our founder Conrad Hilton purchased his first hotel in Cisco, Texas. Through our predecessors, we commenced operations in 1946 when our subsidiary Hilton Hotels Corporation, later renamed Hilton Worldwide, Inc., was incorporated in Delaware. Our principal executive offices are located at 7930 Jones Branch Drive, Suite 1100, McLean, Virginia 22102 and our telephone number is (703) 883-1000.

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**The Offering**

Common stock offered by us	shares.
Option to purchase additional shares	The underwriters have an option to purchase up to additional shares of our common stock from us. The underwriters can exercise this option at any time within 30 days from the date of this prospectus.
Common stock outstanding after giving effect to this offering	shares ( shares if the underwriters exercise their option to purchase additional shares in full).
Use of proceeds	<p>We estimate that the net proceeds to us from this offering, after deducting estimated underwriting discounts and offering expenses, will be approximately \$ , based on an assumed initial public offering price of \$ per share, which is the midpoint of the price range set forth on the cover page of this prospectus.</p> <p>We intend to use the net proceeds from this offering to repay certain of our indebtedness, with any remaining balance to be used for general corporate purposes. See Use of Proceeds.</p>
Dividend policy	We have no current plans to pay dividends on our common stock. Any decision to declare and pay dividends in the future will be made at the sole discretion of our board of directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our board of directors may deem relevant.
Risk factors	See Risk Factors for a discussion of risks you should carefully consider before deciding to invest in our common stock.
Proposed trading symbol	.
In this prospectus, unless otherwise indicated, the number of shares of common stock outstanding and the information based thereon does not reflect:	
	shares of common stock issuable upon exercise of the underwriters option to purchase additional shares of common stock from us; or

shares of common stock that may be granted under our Omnibus Incentive Plan. See Management Omnibus Incentive Plan.

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We derived the summary statement of operations data and the summary statement of cash flows data for the years ended December 31, 2012, 2011 and 2010 and the summary balance sheet data as of December 31, 2012 and 2011 from our audited consolidated financial statements included elsewhere in this prospectus. We derived the summary balance sheet data as of June 30, 2012 and December 31, 2010 from our unaudited consolidated financial statements that are not included in this prospectus. We derived the summary statement of operations data and the summary statement of cash flows data for the six months ended June 30, 2013 and 2012 and the summary balance sheet data as of June 30, 2013 from our unaudited condensed consolidated financial statements included elsewhere in this prospectus. We have prepared our unaudited consolidated financial statements on the same basis as our audited consolidated financial statements and, in our opinion, have included all adjustments, which include only normal recurring adjustments, necessary to present fairly in all material respects our financial position and results of operations. The results for any interim period are not necessarily indicative of the results that may be expected for the full year. Additionally, our historical results are not necessarily indicative of the results expected for any future period.

The unaudited summary pro forma financial information has been prepared to reflect the issuance of shares of our common stock in this offering at an assumed initial public offering price of \$ \_\_\_\_\_, which is the midpoint of the range set forth on the cover of this prospectus, the Refinancing Transactions, the issuance of our 2.28% notes backed by timeshare financing receivables, additional borrowings under our revolving non-recourse timeshare notes credit facility, our sale of Hilton HHonors points and the use of proceeds from each of the foregoing. The following unaudited summary pro forma financial information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the relevant transactions had been consummated on the date indicated, nor is it indicative of future operating results.

You should read the summary historical financial data below, together with the consolidated financial statements and related notes thereto appearing elsewhere in this prospectus, as well as Unaudited Pro Forma Condensed Consolidated Financial Information, Selected Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations, Description of Certain Indebtedness, and the other financial information included elsewhere in this prospectus.

	<b>Pro Forma Six Months Ended June 30, 2013</b>	<b>Pro Forma Year Ended December 31, 2012</b>	<b>Six Months Ended June 30,</b>		<b>Year Ended December 31,</b>		
			<b>2013</b>	<b>2012</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>

(dollars in millions, except Hotel RevPAR and ADR)

**Summary  
Statement  
of  
Operations  
Data:**

Revenues							
Owned and leased hotels	\$	\$	\$ 1,984	\$ 1,925	\$ 3,979	\$ 3,898	\$ 3,667
Management and franchise							

Fair Value Measurements as of December 31, 2015 Using

fees and  
other

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
CTBI				
common				
stock	\$18,006,568	\$18,006,568	\$0	\$0
Mutual funds	32,233,175	32,233,175	0	0
Money				
market funds	3,616,358	3,616,358	0	0
	\$53,856,101	\$53,856,101	\$0	\$0

## 9. Subsequent Events

### CTBI Stock Holdings

The Plan holds a significant amount of CTBI stock, of which the as adjusted per share value has decreased approximately 14% as of June 22, 2017 from December 31, 2016.



## SUPPLEMENTAL SCHEDULE

Community Trust Bancorp, Inc.  
Savings Plan

Form 5500, Schedule H, Part IV, Line 4i  
EIN 61-0979818, Plan #006  
Schedule of Assets (Held at Year-End)  
December 31, 2016

Identity of Issuer (a)(b)	Description of Investment (c)	Cost Current (d) Value (e)
Mutual Funds		
Diamond Hill Small Cap Fund	Equity Mutual Fund, 44,466 units	** \$1,550,535
Federated Intl Leaders-Inst	Equity Mutual Fund, 90,129 units	** 2,645,272
Harbor International Fund #11	Equity Mutual Fund, 3 units	** 173
Vanguard Small Cap Growth Index Fund	Equity Bond Fund, 31,128 units	** 1,456,470
Vanguard Growth Index Fund	Equity Bond Fund, 24,851 units	** 1,424,223
Vanguard Selected Value Fund	Equity Bond Fund, 118,018 units	** 3,396,549
Vanguard TG Retirement 2015	Equity Bond Fund, 27,680 units	** 401,633
Vanguard TG Retirement 2020	Equity Bond Fund 13,423 units	** 379,330
Vanguard TG Retirement 2025	Equity Bond Fund 24,287 units	** 397,089
Vanguard TG Retirement 2030	Equity Bond Fund 21,186 units	** 618,631
Vanguard TG Retirement 2035	Equity Bond Fund 2,787 units	** 49,434
Vanguard TG Retirement 2040	Equity Bond Fund 1,073 units	** 32,411
Vanguard TG Retirement 2045	Equity Bond Fund 4,465 units	** 84,335
Vanguard TG Retirement 2050	Equity Bond Fund 1,779 units	** 54,061
Vanguard TG Retirement 2055	Equity Bond Fund 1,707 units	** 56,188
Vanguard Index TGT Retire Income	Equity Bond Fund 1,963 units	** 25,143
Vanguard Windsor II Fund –Adm	Equity Bond Fund, 62,150 units	** 3,875,028
Vanguard 500 Index Fund	Equity Bond Fund, 61,022 units	** 12,605,243

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William Blair SM-Mid Cap	Equity Bond Fund, 101,445 units	**	2,030,930
		**	31,082,678
Fixed Mutual Funds			
Vanguard Short Term Bond Index	Fixed Bond Fund, 137,868 units	**	1,437,964
Vanguard Intm Term Corp-Adm	Fixed Bond Fund, 432,659 units	**	4,170,832
			5,608,796
Money Market Funds			
Goldman Sachs FS Gov't MM FD #465	Money Market Fund, 4,990,563 shares	**	4,990,563
SEI Daily Income Gov't Fund #36	Money Market Fund, 2,000 shares	**	2,000
			4,992,563
Common Stock			
Community Trust Bancorp, Inc. *	Common Stock, 480,578 shares	**	23,838,413
Total Investments			\$65,522,450

\* Indicates a party-in-interest to the Plan.

\*\* Cost information is not required for participant-directed investments and, therefore, is not included.

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Community Trust Bancorp, Inc.  
Savings Plan

Form 5500, Schedule H, Part IV, Line 4j  
EIN 61-0979818, Plan #007  
Schedule of Reportable Transactions

For the Year Ended December 31, 2016

Identity of Party Involved and Description of Asset	Purchase Price	Selling Price	Number of Transactions	Cost of Asset	Realized Gain
<u>Series of transactions in excess of 5%</u>					
Community Trust Bancorp, Inc. common stock		\$2,285,659	24	\$2,043,176	\$242,483
Community Trust Bancorp, Inc. common stock	\$ 965,011		21	\$965,011	

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, CTBI has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**COMMUNITY TRUST BANCORP, INC.**

Date: June 23, 2017 By: /s/ Jean R. Hale

Jean R. Hale

Chairman, President, and Chief Executive Officer

/s/ Kevin J. Stumbo

Kevin J. Stumbo

Executive Vice President, Chief Financial Officer, and Treasurer

/s/ Howard W. Blackburn, Jr.

Howard W. Blackburn, Jr.

Senior Vice President/Director of Human Resources