

Hyatt Hotels Corp
Form 3
December 04, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|-------------------------------------------|---------|--------------------------------------|------------------------------------------------------------------------|------------------------------------------------------|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| R.A. G.C. TRUST #5 | | (Month/Day/Year) | Hyatt Hotels Corp [H] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 104 SOUTH MICHIGAN AVENUE, SUITE 1000 | | 11/30/2012 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| CHICAGO, IL 60603 | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | See Remarks | |
| | | | 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 | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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

SEC 1473 (7-02)

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

| | | | | | |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|----------------------|-------|-------|----------------------------|-------------------|------|---|---|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 43,639 (2) (3) | \$ 0 | D | Â |
|----------------------|-------|-------|----------------------------|-------------------|------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| R.A. G.C. TRUST #5 104 SOUTH MICHIGAN AVENUE SUITE 1000 CHICAGO, IL 60603 | Â | Â | Â | See Remarks |

Signatures

/s/Harry B. Rosenberg, solely in his capacity as co-trustee of R.A. G.C. Trust #5

12/04/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) 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.

(2) Shares were previously reported pursuant to Sec. 16(a) of the Securities Exchange Act of 1934, as amended, by the reporting person "Pritzker Family U.S. Situs Trusts," which was comprised of a group of U.S. situs trusts and various entities owned, directly or indirectly, by U.S. situs trusts for the benefit of certain lineal descendants of Nicholas J. Pritzker, deceased, and their immediate family members. Thomas J. Pritzker, Marshall E. Eisenberg and Karl J. Breyer served as co-trustees of all such U.S. situs trusts until their resignation as trustees on November 30, 2012, at which time Charles E. Dobrusin and Harry B. Rosenberg were appointed successor co-trustees of the Reporting Person. This Form 3 is being filed in connection with the appointment of Messrs. Dobrusin and Rosenberg as successor co-trustees and to report the Reporting Person's beneficial ownership on a stand-alone basis.

(3) Messrs. Dobrusin and Rosenberg, solely in their capacity as co-trustees of the Reporting Person, have executed a joinder to the Amended and Restated Global Hyatt Agreement, and are thereby subject to the provisions of that agreement. Accordingly, immediately following the appointment of the successor co-trustees, the shares remain shares of Class B Common Stock.

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Remarks:

REMARKS:Â MemberÂ ofÂ 10%Â ownerÂ group.Â Â CharlesÂ E.Â DobrusinÂ andÂ HarryÂ B.Â RosenbergÂ serveÂ as.

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

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