

EISENBERG MARSHALL E
Form SC 13D/A
May 15, 2013

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. 8)

Hyatt Hotels Corporation

(Name of Issuer)

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

(Title of Class of Securities)

448579102

(CUSIP Number)

Thomas Dykstra

311 South Wacker Drive, Suite 4990

Chicago, Illinois 60606

312-896-1717

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

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

May 10, 2013

(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. "

- * 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).

(Continued on following pages)

(Page 1 of 13 Pages)

1. Names of Reporting Persons

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

2. Marshall E. Eisenberg, not individually, but solely as trustee of P.G. Nicholas Trust M.
Check the Appropriate Box if a Member of a Group

(a) x

3. (b) ..
SEC Use Only

4. Source of Funds

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

6. ..
Citizenship or Place of Organization

United States

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

8. Shared Voting Power

OWNED BY

EACH

REPORTING 802,670*
9. Sole Dispositive Power

PERSON

WITH 0

10. Shared Dispositive Power

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

802,670*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

802,670*

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

x

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

0.5%*

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 April 26, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2013, as adjusted to account for an aggregate of 1,498,019 shares of Class B Common Stock that were repurchased by the Issuer from the Reporting Persons and other Separately Filing Group Members on May 10, 2013 (the Repurchase), assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 161,448,694 shares of Common Stock outstanding as of April 26, 2013, as adjusted to account for the Repurchase. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 0.7% of the total voting power of the Common Stock as of April 26, 2013, as adjusted to account for the Repurchase. 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 April 26, 2013, which is comprised of 46,014,352 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock, each as adjusted to account for the Repurchase, and assumes that no additional 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)

Nicholas J. Pritzker

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

(a) x

(b) ..

3. SEC Use Only

4. Source of Funds

OO

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

..

6. Citizenship or Place of Organization

United States

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

8. Shared Voting Power

OWNED BY

EACH

REPORTING 20,682*

9. Sole Dispositive Power

PERSON

WITH

0
10. Shared Dispositive Power

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

- 20,682*
11. Aggregate Amount Beneficially Owned by Each Reporting Person
- 20,682*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- x
13. Percent of Class Represented by Amount in Row (11)
- 0.0%*
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 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 April 26, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2013, as adjusted to account for the Repurchase, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 161,448,694 shares of Common Stock outstanding as of April 26, 2013, as adjusted to account for the Repurchase. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 0.0% of the total voting power of the Common Stock as of April 26, 2013, as adjusted to account for the Repurchase. 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 April 26, 2013, which is comprised of 46,014,352 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock, each as adjusted to account for the Repurchase, and assumes that no additional 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)

Lawrence I. Richman, not individually, but solely as trustee of the trusts listed on Appendix A-1.

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

(a) x

(b) ..

3. SEC Use Only

4. Source of Funds

OO

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

..

6. Citizenship or Place of Organization

United States

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 0

8. Shared Voting Power

OWNED BY

EACH

REPORTING 586,085*

9. Sole Dispositive Power

PERSON

WITH

0
10. Shared Dispositive Power

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

586,085*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

586,085*

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

x

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

0.4%*

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 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 April 26, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2013, as adjusted to account for the Repurchase, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 161,448,694 shares of Common Stock outstanding as of April 26, 2013, as adjusted to account for the Repurchase. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 0.5% of the total voting power of the Common Stock as of April 26, 2013, as adjusted to account for the Repurchase. 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 April 26, 2013, which is comprised of 46,014,352 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock, each as adjusted to account for the Repurchase, and assumes that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

EXPLANATORY NOTE: This Amendment No. 8 to Schedule 13D (Amendment No. 8) 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. 8 amends and supplements, as set forth below, the Schedule 13D filed by the Reporting Persons with respect to the Issuer on August 26, 2010 (the Original Schedule 13D), as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on September 9, 2010 (Amendment No. 1), Amendment No. 2 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on May 20, 2011 (Amendment No. 2), Amendment No. 3 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on January 5, 2012 (Amendment No. 3), Amendment No. 4 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on February 1, 2012 (Amendment No. 4), Amendment No. 5 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on September 17, 2012 (Amendment No. 5), Amendment No. 6 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on December 4, 2012 (Amendment No. 6) and Amendment No. 7 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on December 17, 2012 (Amendment No. 7). The Original Schedule 13D, as amended and supplemented by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6 and Amendment No. 7 is referred to as the Schedule 13D. All capitalized terms not otherwise defined herein have the meanings ascribed to them in the Schedule 13D. The Schedule 13D is amended and supplemented by adding the information contained herein. Only those items amended are reported herein.

Item 2. Identity and Background

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

On June 4, 2012, Nicholas J. Pritzker transferred 1,006,675 shares of Class B Common Stock (the GRAT Shares) directly held by him to NJP 2012 Annuity Trust, a grantor retained annuity trust of which he is the sole trustee and the sole beneficiary (the Transfer). No consideration was paid in connection with the Transfer and the Transfer constitutes a Permitted Transfer as defined in the Issuer's Amended and Restated Certificate of Incorporation and, accordingly, the shares of Class B Common Stock held by NJP 2012 Annuity Trust remained shares of Class B Common Stock following the change of ownership.

Item 4. Purpose of Transaction

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

On May 10, 2013, Lawrence I. Richman, not individually, but solely as trustee of the trusts listed on Appendix A-2 hereto (the Selling Trusts), sold an aggregate of 102,460 shares of Class B Common Stock to the Issuer pursuant to a Purchase and Sale Agreement dated May 10, 2013, at a price of \$41.4678 per share, which represents the Volume Weighted Average Price for the Class A Common Stock for the three (3) trading-day period ending May 9, 2013 as reported by Bloomberg, for an aggregate price of approximately \$4,248,791 (the First May 2013 Sale).

On May 10, 2013, Nicholas J. Pritzker, not individually, but solely as trustee of NJP 2012 Annuity Trust, sold an aggregate of 1,006,675 shares of Class B Common Stock to the Issuer pursuant to a Purchase and Sale Agreement dated May 10, 2013, at a price of \$41.4678 per share, which represents the Volume Weighted Average Price for the Class A Common Stock for the three (3) trading-day period ending May 9, 2013 as reported by Bloomberg, for an aggregate price of approximately \$41,744,598 (the Second May 2013 Sale, and together with the First May 2013 Sale, the May 2013 Sales).

In connection with the May 2013 Sales, the Independent (as defined in the GHA (as defined below)) directors of the Issuer's board of directors waived the sale limitations under the Amended and Restated Global Hyatt Agreement, dated as of October 1, 2009, as amended from time to time, among the parties thereto (the GHA). Absent a further waiver from the Independent directors of the Issuer's board of directors, the Nicholas J. Pritzker beneficiary group will not be permitted to sell any additional shares of common stock during the 12-month period ending November 4, 2013 under the sale limitations included under the GHA.

Item 5. Interest in Securities of the Issuer

Items 5(a)-(b) of the Schedule 13D are amended and restated in their entirety as follows:

(a)-(b) As of the date hereof, the Reporting Persons in the aggregate may be deemed to be the beneficial owners of 1,409,437 shares of Class A Common Stock, issuable upon conversion of 1,409,437 shares of Class B Common Stock beneficially owned by the Reporting Persons. The number of shares of Class B Common Stock beneficially owned by the Reporting Persons represents 1.2% of the total number of shares of Class B Common Stock outstanding. The number of shares of Common Stock beneficially owned by the Reporting Persons represents 0.9% of the total number of shares of Common Stock outstanding and 1.2% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule A attached to this Amendment No. 8 amends and restates, in its entirety, Schedule A attached to the Schedule 13D. Schedule A attached to this Amendment No. 8 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.

Schedule B attached to this Amendment No. 8 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 8 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 and Forms 4 filed by the Separately Filing Group Members.

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

(c) The May 2013 Sales were completed on May 10, 2013.

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

(e) As a result of the First May 2013 Sale, the Selling Trusts no longer own any Class B Common Stock, may no longer be deemed members of a group within the meaning of Section 13(d)(3) of the Act and will no longer be required to file a Schedule 13D.

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:

The First May 2013 Sale was made pursuant to a Purchase and Sale Agreement, dated as of May 10, 2013, by and between Lawrence I. Richman, as trustee of the Selling Trusts, and the Issuer (the Richman Purchase Agreement). The Second May 2013 Sale was made pursuant to a Purchase and Sale Agreement, dated as of May 10, 2013, by and between Nicholas J. Pritzker, as trustee of NJP 2012 Annuity Trust, and the Issuer (the Pritzker Purchase Agreement, and together with the Richman Purchase Agreement, the Purchase Agreements). Under the terms of the Purchase Agreements, the selling parties each agreed to sell their shares of Class B Common Stock to the Issuer at a price of \$41.4678 per share. The Purchase Agreements contain customary representations and warranties of the parties relating to ownership of the shares of Class B Common Stock being transferred and the ability of the parties to consummate the transaction. The foregoing description of the Purchase Agreements is qualified in its entirety by reference to the text of Exhibit 7 and Exhibit 8 hereto, which are incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits.

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

- Exhibit 7 Purchase and Sale Agreement, dated as of May 10, 2013, between Hyatt Hotels Corporation and Lawrence I. Richman, solely in his capacity as trustee of certain trusts for the benefit of Nicholas J. Pritzker and certain of his lineal descendants (incorporated by reference to Exhibit 99.2 to the Issuer's Current Report on Form 8-K filed on May 10, 2013)
- Exhibit 8 Purchase and Sale Agreement, dated as of May 10, 2013, between Hyatt Hotels Corporation and Nicholas J. Pritzker, solely in his capacity as trustee of a trust for the benefit of Nicholas J. Pritzker (incorporated by reference to Exhibit 99.3 to the Issuer's Current Report on Form 8-K filed on May 10, 2013)

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: May 15, 2013

/s/ Marshall E. Eisenberg
Marshall E. Eisenberg, not individually, but solely in the
capacity as trustee of P.G. Nicholas Trust M

/s/ Nicholas J. Pritzker
Nicholas J. Pritzker

/s/ Lawrence I. Richman
Lawrence I. Richman, not individually, but solely in the
capacity as trustee of the trusts listed on Appendix A-1

[Signature Page to Amendment No. 8 to Schedule 13D]

Appendix A-1

Second Universe Trust

N.F.P. QSST Trust No. 21

R.A. Trust #25

Chiloquin Trust Oregon Trust #41

Coburg Trust Oregon Trust #42

Condon Trust Oregon Trust #43

Dayton Trust Oregon Trust #44

Dillard Trust Oregon Trust #45

Dundee Trust Oregon Trust #46

Dunes Trust Oregon Trust #47

Elmira Trust Oregon Trust #48

Oakland Trust Oregon Trust #201

Oceanside Trust Oregon Trust #202

Odell Trust Oregon Trust #203

Olney Trust Oregon Trust #204

Ophir Trust Oregon Trust #205

Orenco Trust Oregon Trust #206

Orient Trust Oregon Trust #207

Oxbow Trust Oregon Trust #208

Appendix A-2**Selling Trusts**

| Name of Trust | Number of Subject Shares to be Sold |
|-----------------------------------|--|
| N F P QSST Trust #21 | 2,960 |
| Chiloquin Trust Oregon Trust #41 | 6,219 |
| Coburg Trust Oregon Trust #42 | 6,219 |
| Condon Trust Oregon Trust #43 | 6,219 |
| Dayton Trust Oregon Trust #44 | 6,219 |
| Dillard Trust Oregon Trust #45 | 6,219 |
| Dundee Trust Oregon Trust #46 | 6,219 |
| Dunes Trust Oregon Trust #47 | 6,218 |
| Elmira Trust Oregon Trust #48 | 6,218 |
| Oakland Trust Oregon Trust #201 | 6,219 |
| Oceanside Trust Oregon Trust #202 | 6,219 |
| Odell Trust Oregon Trust #203 | 6,219 |
| Olney Trust Oregon Trust #204 | 6,219 |
| Ophir Trust Oregon Trust #205 | 6,219 |
| Orenco Trust Oregon Trust #206 | 6,219 |
| Orient Trust Oregon Trust #207 | 6,218 |
| Oxbow Trust Oregon Trust #208 | 6,218 |
| Total | 102,460 |

Schedule A**Certain Information Regarding the****Reporting Persons¹**

| Name of Beneficial Owner | Class A Common Stock ² | | Class B Common Stock ³ | | % of Total Common Stock ⁴ | % of Total Voting Power ⁵ |
|---|---|-----------------|--------------------------------------|-----------------|--|---|
| | Shares | % of Class A | Shares | % of Class B | | |
| Marshall E. Eisenberg, not individually, but solely in the capacity as trustee of P.G. Nicholas Trust M | | | 802,670 | 0.7% | 0.5% | 0.7% |
| Nicholas J. Pritzker | | | 20,682 | 0.0% | 0.0% | 0.0% |
| Lawrence I. Richman, not individually, but solely in the capacity as trustee of the trusts listed on Appendix A-1 | | | 586,085 | 0.5% | 0.4% | 0.5% |

¹ All references to the number of shares outstanding are as of April 26, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2013, as adjusted to account for an aggregate of 1,498,019 shares of Class B Common Stock that were repurchased by the Issuer from the Reporting Persons and other Separately Filing Group Members on May 10, 2013, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

² The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 46,014,352 shares of the Class A Common Stock outstanding as of April 26, 2013, as adjusted, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

³ 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 April 26, 2013, as adjusted.

⁴ The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 46,014,352 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock outstanding as of April 26, 2013, as adjusted.

⁵ With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of April 26, 2013, which is comprised of 46,014,352 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock, each as adjusted, and assumes that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule B**Certain Information Regarding the****Separately Filing Group Members¹**

| Separately Filing Group Member | Class A Common Stock ² | | Class B Common Stock ³ | | % of Total Common Stock ⁴ | % of Total Voting Power ⁵ |
|--|--------------------------------------|-----------------|--------------------------------------|-----------------|--|---|
| | Shares | % of Class A | Shares | % of Class B | | |
| Trustee of the Non-U.S. Situs Trusts ⁶ | | | 3,059,062 | 2.7% | 1.9% | 2.6% |
| Trustees of the Thomas J. Pritzker Family Trusts and Other Reporting Persons ⁷ | | | 21,696,202 | 19.0% | 13.6% | 18.3% |
| Trustees of the Nicholas J. Pritzker Family Trusts and Other Reporting Persons ⁸ | | | 1,409,437 | 1.2% | 0.9% | 1.2% |
| Trustees of the James N. Pritzker Family Trusts ⁹ | 8,470 | * | 3,470,792 | 3.0% | 2.2% | 2.9% |
| Trustees of the John A. Pritzker Family Trusts ¹⁰ | | | | | | |
| Trustees of the Linda Pritzker Family Trusts ¹¹ | | | | | | |
| Trustees of the Karen L. Pritzker Family Trusts ¹² | | | 8,584,104 | 7.5% | 5.4% | 7.2% |
| Trustees of the Penny Pritzker Family Trusts and Other Reporting Persons ¹³ | 11,367 | * | 10,018,946 | 8.8% | 6.3% | 8.5% |
| Trustees of the Daniel F. Pritzker Family Trusts ¹⁴ | | | 10,001,457 | 8.8% | 6.3% | 8.4% |
| Trustees of the Anthony N. Pritzker Family Trusts ¹⁵ | | | 6,186,817 | 5.4% | 3.9% | 5.2% |
| Trustees of the Gigi Pritzker Pucker Family Trusts and Other Reporting Persons ¹⁶ | | | 18,345,937 | 16.1% | 11.5% | 15.5% |
| Trustees of the Jay Robert Pritzker Family Trusts ¹⁷ | | | 6,051,483 | 5.3% | 3.8% | 5.1% |
| Pritzker Family Group Totals | 19,837 | * | 88,824,237 | 78.0% | 55.5% | 74.9% |

* Less than 1% beneficial ownership

¹ All references to the number of shares outstanding are as of April 26, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, as adjusted to account for an aggregate of 1,498,019 shares of Class B Common Stock that were repurchased by the Issuer from the Reporting Persons and other Separately Filing Group Members on May 10, 2013.

² The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 46,014,352 shares of the Class A Common Stock outstanding as of April 26, 2013, as adjusted, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

³ 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 April 26, 2013, as adjusted.

⁴ The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 46,014,352 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock outstanding as of April 26, 2013, as adjusted.

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

- ⁵ With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of April 26, 2013, as adjusted, which is comprised of 46,014,352 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.
- ⁶ See the Schedule 13D filed on August 26, 2010, as amended, by the CIBC Trust Company (Bahamas) Limited, solely as trustee of the Non-U.S. Situs Trusts listed on Appendix A to the Schedule 13D, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ⁷ See the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office. Thomas J. Pritzker holds 89,780 stock appreciation rights (SARs) that are currently exercisable at an exercise price of \$40.96, 63,705 SARs that are currently exercisable at an exercise price of \$41.74 and 35,150 SARs that are currently exercisable at an exercise price of \$41.29. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not currently determinable and therefore not included in the table above because each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of A Common Stock at the exercise date, which is not determinable until the date of exercise, over the exercise price.

- ⁸ See the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ⁹ See the Schedule 13D filed on August 26, 2010, as amended, by Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ¹⁰ See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ¹¹ See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ¹² See the Schedule 13D filed on August 26, 2010, as amended, by Walter W. Simmers, Andrew D. Wingate and Lucinda Falk, not individually, but solely as co-trustees for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ¹³ See the Schedule 13D filed on August 26, 2010, as amended, by John Kevin Poorman, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ¹⁴ See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ¹⁵ See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ¹⁶ See the Schedule 13D filed on August 26, 2010, as amended, by Gigi Pritzker Pucker and Edward W. Rabin, not individually, but solely as trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein on, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- ¹⁷ See the Schedule 13D filed on August 26, 2010, as amended, by Thomas J. Muenster, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.