

Playa Hotels & Resorts N.V.
Form 4
June 22, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Hyatt Hotels Corp

(Last) (First) (Middle)

71 SOUTH WACKER DRIVE,
12TH FLOOR,

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Playa Hotels & Resorts N.V. [PLYA]

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 06/20/2017 | | A | | 173,880 | A | Ⓣ |
| | | | | | 12,143,621 | I | |

See Footnote (2)

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrants (right to buy) | (1) | 06/20/2017 | | D | 1,738,806 | 04/10/2017 | (1) | Ordinary Shares | (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hyatt Hotels Corp 71 SOUTH WACKER DRIVE, 12TH FLOOR CHICAGO, IL 60606 | X | X | | |
| HI Holdings Playa B.V. HERIKERBERGWEG 238 1101 CM AMSTERDAM, P7 | X | X | | |
| AIC Holding Co. 71 SOUTH WACKER DRIVE, 12TH FLOOR CHICAGO, IL 60606 | X | X | | |
| HYATT INTERNATIONAL CORP 71 SOUTH WACKER DRIVE, 12TH FLOOR CHICAGO, IL 60606 | X | X | | |
| Hyatt International Holdings Co. 71 SOUTH WACKER DRIVE, 12TH FLOOR CHICAGO, IL 60606 | X | X | | |

Signatures

| | |
|--|------------|
| /s/ Rena Hozore Reiss, Executive Vice President, General Counsel and Secretary, Hyatt Hotels Corporation | 06/22/2017 |
| **Signature of Reporting Person | Date |
| /s/ Rena Hozore Reiss, as Attorney-in-Fact for AIC Holding Co. | 06/22/2017 |
| **Signature of Reporting Person | Date |
| /s/ Rena Hozore Reiss, Executive Vice President and Secretary, Hyatt International Corporation | 06/22/2017 |
| **Signature of Reporting Person | Date |
| /s/ Rena Hozore Reiss, as Attorney-in-Fact for Hyatt International Holdings Co. | 06/22/2017 |

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__Signature of Reporting Person

Date

/s/ Rena Hozore Reiss, as Attorney-in-Fact for HI Holdings Playa B.V.

06/22/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On May 22, 2017, the Issuer commenced an exchange offer to holders of the Issuer's outstanding public and private warrants to purchase one-third of one ordinary share for a purchase price of one-third of \$11.50 (the "Founder Warrants") to tender each such warrant to the Issuer in exchange for 0.1 ordinary shares. On June 20, 2017, the Issuer accepted HI Holdings Playa B.V.'s ("HI Holdings") tender of 1,738,806 Founder Warrants pursuant to the exchange offer in exchange for 173,880 ordinary shares.

(2) The ordinary shares are owned directly by HI Holdings, which is a wholly-owned subsidiary of Hyatt International Holdings Co., which is a wholly-owned subsidiary of Hyatt International Corporation, which is a wholly-owned subsidiary of AIC Holding Co., which is a wholly-owned subsidiary of Hyatt Hotels Corporation. Each of Hyatt Hotels Corporation, AIC Holding Co., Hyatt International Corporation and Hyatt International Holdings Co. are the indirect beneficial owners of the reported securities.

Remarks:

HI Holdings has entered into a Shareholder Agreement, dated as of March 10, 2017 and effective as of March 11, 2017 (the "S

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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