

Hyatt Hotels Corp
Form SC 13D/A
June 21, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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)

Under the Securities Exchange Act of 1934

(Amendment No. 7)

Hyatt Hotels Corporation

(Name of Issuer)

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

(Title of Class of Securities)

448579102

(CUSIP Number)

Charles E. Dobrusin

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104 South Michigan Ave., Suite 1000

Chicago, IL 60603

(312) 436-1202

Harry B. Rosenberg

10 S. Wacker Dr., Suite 4000

Chicago, IL 60606

(312) 207-6456

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

June 13, 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)

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1. Names of reporting persons

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

Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of the trusts listed on Appendix A-1.

2. Check the appropriate box if a member of a group

(a) (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

owned by 8. Shared voting power

each

reporting *2,287,343

person 9. Sole dispositive power

with

0

10. Shared dispositive power

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*2,287,343

11. Aggregate amount beneficially owned by each reporting person

*2,287,343

12. Check if the aggregate amount in Row (11) excludes certain shares x

13. Percent of class represented by amount in Row (11)

1.4%*

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), and Class A Common Stock issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Persons (as defined in this Amendment No. 7 to Schedule 13D) are party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D, filed with the SEC by the Reporting Persons on August 26, 2010, as amended), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Persons may be deemed to be members of a group, within the meaning of Section 13 (d)(3) of the Act, comprised of the Reporting Persons and the Separately Filing Group Members. Shares listed as beneficially owned by each 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 June 13, 2013, as reported in the Issuer's Current Report on Form 8-K, filed on June 13, 2013. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 158,164,356 shares of Common Stock outstanding as of June 13, 2013. 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 A Common Stock owned by the Reporting Persons represent less than 0.1% of the total voting power of the Common Stock as of June 13, 2013. The shares of Class B Common Stock owned by the Reporting Persons represent 1.9% of the total voting power of the Common Stock as of June 13, 2013. 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 June 13, 2013 which is comprised of 45,636,893 shares of Class A Common Stock and 112,527,463 shares of Class B Common Stock, and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

1. Names of reporting persons

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

Mary Parthe, not individually, but solely as trustee of the trusts listed on Appendix A-2.

2. Check the appropriate box if a member of a group

(a) (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

7. Sole voting power

Number of

shares

beneficially 8. Shared voting power

owned by

each

reporting 9. Sole dispositive power

person

with 10. Shared dispositive power

21,128*

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11. Aggregate amount beneficially owned by each reporting person

21,128*

12. Check if the aggregate amount in Row (11) excludes certain shares x

13. Percent of class represented by amount in Row (11)

Less than 0.1%

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.

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All references to the number of shares outstanding are as of June 13, 2013, as reported in the Issuer's Current Report on Form 8-K, filed on June 13, 2013. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 158,164,356 shares of Common Stock outstanding as of June 13, 2013. 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 represents less than 0.1% of the total voting power of the Common Stock as of June 13, 2013. 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 June 13, 2013, which is comprised of 45,636,893 shares of Class A Common Stock and 112,527,463 shares of Class B Common Stock, and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

1. Names of reporting persons

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

JP Morgan Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Appendix A-3.

2. Check the appropriate box if a member of a group

(a) " (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

Bahamas

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 0

person 9. Sole dispositive power

with

with

0
10. Shared dispositive power

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0

11. Aggregate amount beneficially owned by each reporting person

0

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

1. Names of reporting persons

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

CIBC Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Appendix A-4.

2. Check the appropriate box if a member of a group

(a) (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

Bahamas

Number of 7. Sole voting power

shares

beneficially 0

owned by 8. Shared voting power

each

reporting 19,001*
9. Sole dispositive power

person

with

0
10. Shared dispositive power

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19,001*

11. Aggregate amount beneficially owned by each reporting person

19,001*

12. Check if the aggregate amount in Row (11) excludes certain shares x

13. Percent of class represented by amount in Row (11)

less than 0.1%*

14. Type of reporting person

OO

* Represents shares of the Issuer's Class A Common Stock, \$0.01 par value per share (the Class A Common Stock), issuable upon conversion of shares of the Issuer's Class B Common Stock, \$0.01 par value per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock). As provided in the Issuer's Amended and Restated Certificate of Incorporation, each share of Class B Common Stock is convertible at any time, at the option of the holder, into one share of Class A Common Stock.

The Reporting Persons (as defined in this Amendment No. 7 to Schedule 13D) are party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D, filed with the SEC by the Reporting Persons on August 26, 2010, as amended), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Persons may be deemed to be members of a group, within the meaning of Section 13 (d)(3) of the Act, comprised of the Reporting Persons and the Separately Filing Group Members. Shares listed as beneficially owned by each 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 June 13, 2013, as reported in the Issuer's Current Report on Form 8-K, filed on June 13, 2013. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Persons and based on 158,164,356 shares of Common Stock outstanding as of June 13, 2013. 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 represents less than 0.1% of the total voting power of the Common Stock as of June 13, 2013. 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 June 13, 2013, which is comprised of 45,636,893 shares of Class A Common Stock and 112,527,463 shares of Class B Common Stock, and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

EXPLANATORY NOTE: This constitutes Amendment No. 7 (Amendment No. 7) to the Schedule 13D filed by the Reporting Persons with the SEC on August 26, 2010 pursuant to Section 13(d) of the Act, and Rule 13d-1(a) thereunder, as previously amended by Amendment No. 1 filed by the Reporting Persons with respect to the Issuer on September 9, 2010 (Amendment No. 1) and further amended by Amendment No. 2 filed by the Reporting Persons with respect to the Issuer on May 18, 2011 (Amendment No. 2) and further amended by Amendment No. 3 filed by the Reporting Persons with respect to the Issuer on December 7, 2011 (Amendment No. 3) and further amended by Amendment No. 4 filed by the Reporting Persons with respect to the Issuer on December 4, 2012 (Amendment No. 4) and further amended by Amendment No. 5 filed by the Reporting Persons with respect to the Issuer on December 19, 2012 (Amendment No. 5) and further amended by Amendment No. 6 filed by the Reporting Persons with respect to the Issuer on June 6, 2013 (Amendment No. 6) (as so amended, the Schedule 13D). This Amendment No. 7 amends the Schedule 13D as specifically set forth herein. Only those items amended are reported herein. Capitalized terms used in this Amendment No. 7 without being defined herein have the respective meanings given to them in the Schedule 13D.

Schedule A attached to the Schedule 13D is replaced in its entirety by Schedule A attached hereto, and all references to Schedule A in the Schedule 13D shall be to Schedule A attached hereto. Schedule B attached to the Schedule 13D is replaced in its entirety by Schedule B attached hereto, and all references to Schedule B in the Schedule 13D shall be to Schedule B attached hereto.

Item 3. Source and Amount of Funds or Other Consideration

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

On June 13, 2013, one of the Reporting Persons, solely in its capacity as trustee of certain trusts for the benefit of James N. Pritzker and certain of his lineal descendants, entered into a Purchase and Sale Agreement with the Issuer, pursuant to which the Reporting Person agreed to sell to the Issuer an aggregate of 1,113,788 shares of Class B Common Stock at a price of \$41.3047 per share, which represents the Volume Weighted Average Price for the Class A Common Stock for the three (3) trading-day period ended June 12, 2013 as reported by Bloomberg, for an aggregate purchase price of \$46,004,679.20. The transaction closed on June 13, 2013.

Item 4. Purpose of Transaction

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

On June 13, 2013, one of the Reporting Persons, solely in its capacity as trustee of certain trusts for the benefit of James N. Pritzker and certain of his lineal descendants, entered into a Purchase and Sale Agreement with the Issuer, pursuant to which the Reporting Person agreed to sell to the Issuer an aggregate of 1,113,788 shares of Class B Common Stock at a price of \$41.3047 per share, which represents the Volume Weighted Average Price for the Class A Common Stock for the three (3) trading-day period ended June 12, 2013 as reported by Bloomberg, for an aggregate purchase price of \$46,004,679.20. The transaction closed on June 13, 2013.

Item 5. Interest in Securities of the Issuer

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

(a)-(b) As of the date hereof, the Reporting Persons in the aggregate may be deemed to be the beneficial owners of 8,470 shares of currently issued shares of Class A Common Stock and 2,319,002 shares of Class A Common Stock issuable upon conversion of 2,319,002 shares of Class B Common Stock beneficially owned by the Reporting Persons. Based on the number of shares of Class B Common Stock outstanding as of June 13, 2013, the number of shares of Class B Common Stock beneficially owned by the Reporting Persons represents 2.1% of the total number of shares of Class B Common Stock outstanding. Based on the number of shares of Common Stock outstanding as of June 13, 2013, the number of shares of Common Stock beneficially owned by the Reporting Persons represents 1.5% of the total number of shares of Common Stock outstanding and 2.0% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule A attached to this Amendment No. 7 amends and restates, in its entirety, Schedule A attached to the Schedule 13D. Schedule A attached to this Amendment No. 7 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.

Based solely on the information contained in the Schedule 13D, as amended, filed by the Separately Filing Group Members, as of the date hereof, the Pritzker Family Group in the aggregate may be deemed to be the beneficial owners of 22,581 shares of currently issued Class A Common Stock and 87,415,377 shares of Class A Common Stock issuable upon conversion of 87,415,377 shares of Class B Common Stock beneficially owned by the Pritzker Family Group as set forth in Schedule B. The number of shares of Class A Common Stock beneficially owned by the Pritzker Family Group and currently issued represents less than 0.1% of the total number of shares of Class A Common Stock outstanding, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The number of shares of Class B Common Stock beneficially owned by the Pritzker Family Group represents 77.7% of the total number of shares of Class B Common Stock outstanding. The number of shares of Common Stock beneficially owned by the Pritzker Family Group represents 55.3% of the total number of shares of Common Stock outstanding and 74.7% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

Schedule B attached to this Amendment No. 7 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 7 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by the Reporting Persons and each Separately Filing Group Member. All information with regard to the Separately Filing Group Members is based solely on the information contained in the Schedule 13Ds filed by the Separately Filing Group Members.

(c) As described in Item 4 above, on June 13, 2013, one of the Reporting Persons, solely in its capacity as trustee of certain trusts for the benefit of James N. Pritzker and certain of his lineal descendants, entered into a Purchase and Sale Agreement with the Issuer, pursuant to which the Reporting Person agreed to sell to the Issuer an aggregate of 1,113,788 shares of Class B Common Stock at a price of \$41.3047 per share, which represents the Volume Weighted Average Price for the Class A Common Stock for the three (3) trading-day period ended June 12, 2013 as reported by Bloomberg, for an aggregate purchase price of \$46,004,679.20. The transaction closed on June 13, 2013.

(e) As of June 13, 2013, the date of the sale of securities described herein, JP Morgan Trust Company (Bahamas) Limited (JP Morgan), as one of the Reporting Persons and solely in its capacity as trustee of the trusts listed on Appendix A-3 for the benefit of James N. Pritzker and certain of his lineal descendants, no longer beneficially owns any shares of the Issuer as a Reporting Person in its capacity as trustee of such trusts. No statement is made herein regarding JP Morgan's status or ownership as a Separately Filing Group Member.

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

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

On June 13, 2013, one of the Reporting Persons, solely in its capacity as trustee of certain trusts for the benefit of James N. Pritzker and certain of his lineal descendants, entered into a Purchase and Sale Agreement with the Issuer, pursuant to which the Reporting Person agreed to sell to the Issuer an aggregate of 1,113,788 shares of Class B Common Stock at a price of \$41.3047 per share, which represents the Volume Weighted Average Price for the Class A Common Stock for the three (3) trading-day period ended June 12, 2013 as reported by Bloomberg, for an aggregate purchase price of \$46,004,679.20. The transaction closed on June 13, 2013.

The summary of the Purchase and Sale Agreement contained in this Item 6 is qualified in its entirety by reference to the Purchase and Sale Agreement, which is filed as Exhibit 18 hereto and incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits

Item 7 of Schedule 13D is hereby amended by adding the following exhibits thereto:

- Exhibit 18 Purchase and Sale Agreement, dated as of June 13, 2013, by and among each of the signatories thereto (incorporated by reference to Exhibit 99.1 to Hyatt Hotels Corporation's Current Report on Form 8-K (File No. 001-34521) filed with the Securities and Exchange Commission on June 13, 2013).
- Exhibit 19 Secretary's Certificate of JP Morgan Trust Company (Bahamas) Limited evidencing authority of signatories to sign and file Schedule 13D and related documents on behalf of JP Morgan Trust Company (Bahamas) Limited.
- Exhibit 20 Secretary's Certificate of CIBC Trust Company (Bahamas) Limited evidencing authority of signatories to sign and file Schedule 13D and related documents on behalf of CIBC Trust Company (Bahamas) Limited.

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: June 19, 2013

/s/ Charles E. Dobrusin
Charles E. Dobrusin,

not individually, but solely in his capacity as
co-trustee of the trusts listed on Appendix A-1

/s/ Harry B. Rosenberg
Harry B. Rosenberg,

not individually, but solely in his capacity as
co-trustee of the trusts listed on Appendix A-1

/s/ Mary Parthe
Mary Parthe,

not individually, but solely in her capacity as trustee of
the trusts listed on Appendix A-2

JP Morgan Trust Company (Bahamas) Limited, not
individually, but solely in its capacity as trustee of the
trusts listed on Appendix A-3

By: /s/ Marsya L. Cates
Name: Marsya L. Cates
Title: Authorized Signatory*

By: /s/ Jacqueline Rolle
Name: Jacqueline Rolle
Title: Authorized Signatory*

* A Secretary's Certificate evidencing the authority of such persons to sign and file this Amendment No. 7 on behalf of JP Morgan Trust Company (Bahamas) Limited is filed as Exhibit 19 to this Schedule 13D.

CIBC Trust Company (Bahamas) Limited, not individually, but solely in its capacity as trustee of the trusts listed on Appendix A-4

By: /s/ Carlis E. Chisholm
Name: Carlis E. Chisholm
Title: Authorized Signatory**

By: /s/ Linda G. Williams
Name: Linda G. Williams
Title: Authorized Signatory**

** A Secretary's Certificate evidencing the authority of such persons to file this Amendment No. 7 on behalf of CIBC Trust Company (Bahamas) Limited is filed as Exhibit 20 to this Schedule 13D.

Appendix A-1

JNP 2010-P.G. Trust

JNP Parachute Mirror Trust K

JNP Parachute Mirror Trust L

JNP Parachute Trust #2

JNP Parachute Mirror Trust A

JNP Parachute Mirror Trust B

LaSalle Trust #50

LaSalle Trust #55

LaSalle G.C. Trust #6

Don G.C. Trust #5

R.A. G.C. Trust #5

A.N.P. Trust #22 James

A.N.P. Trust #24 James

A.N.P. Trust #28 James

A.N.P. Trust #30 James

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Appendix A-2

Tal LaSalle Mirror Trust #17D

Tal- 2010 ECI Family Trust #4

Appendix A-3

JNP 2010 Parachute Trust N2

JNP 2010 Parachute Trust N3

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Appendix A-4

THP 2010 TrustN2

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		
Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of the trusts listed on Appendix A-1	8,470	*	2,278,873	2.0%	1.4%	1.9%
Mary Parthe, not individually, but solely as trustee of the trusts listed on Appendix A-2			21,128	*	*	*
JP Morgan Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Appendix A-3						
CIBC Trust Company (Bahamas) Limited, not individually, but solely as trustee of the trusts listed on Appendix A-4			19,001	*	*	*

* less than 0.1% beneficial ownership

¹ All references to the number of shares outstanding are as of June 13, 2013, as reported in the Issuer's Current Report on Form 8-K, filed June 13, 2013.

² The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 45,636,893 shares of the Class A Common Stock outstanding as of June 13, 2013, 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 to the percentage of Class B Common Stock beneficially owned is based on 112,527,463 shares of Class B Common Stock outstanding as of June 13, 2013.