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

Form 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) **February 17, 2009** (February 16, 2009)

Wyndham Worldwide Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware
*(State or Other Jurisdiction
of Incorporation)*

1-32876
(Commission File No.)

20-0052541
*(I.R.S. Employer
Identification Number)*

Seven Sylvan Way
Parsippany, NJ
*(Address of Principal
Executive Office)*

07054
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(973) 753-6000**

None

(Former Name or Former Address if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

TABLE OF CONTENTS

[Item 8.01. Other Events.](#)

[Item 9.01. Financial Statements and Exhibits.](#)

[SIGNATURE](#)

[WYNDHAM WORLDWIDE CORPORATION](#)

[CURRENT REPORT ON FORM 8-K](#)

[Report Dated February 17, 2009](#)

[EXHIBIT INDEX](#)

[EX-99.1: PRESS RELEASE](#)

[Table of Contents](#)

Item 8.01. Other Events.

On February 16, 2009, Wyndham Worldwide Corporation (the “Company”) issued a press release updating its financial plans. A copy of the Company’s press release is furnished as [Exhibit 99.1](#) and is incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished with this report:

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release of Wyndham Worldwide Corporation, dated February 16, 2009.

SIGNATURE

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

WYNDHAM WORLDWIDE CORPORATION

Date: February 17, 2009

By: /s/ Virginia M. Wilson
Virginia M. Wilson
Chief Financial Officer

[Table of Contents](#)

WYNDHAM WORLDWIDE CORPORATION
CURRENT REPORT ON FORM 8-K
Report Dated February 17, 2009
EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release of Wyndham Worldwide Corporation, dated February 16, 2009.



Wyndham Worldwide Updates Financial Plans

PARSIPPANY, N.J. (February 16, 2009) – Wyndham Worldwide Corporation (NYSE:WYN) today announced it is withdrawing its intention to enter into an at-the-market equity sales program and will not enter into a distribution agreement or file a related prospectus supplement.

“We have reconsidered our plans for issuing up to \$200 million of equity. The market reaction to our announcement was strongly negative, and we appreciate the feedback from our shareholders,” said Stephen P. Holmes, Chairman and CEO of the Company. “Our intention with the plan was to further support our credit ratings and optimize our access to the debt markets in the future. There is no need to issue equity and, therefore, we will not file a prospectus supplement. We will continue to actively manage the business to maximize cash flow from operations and strengthen our financial position. We have adequate liquidity to meet the operating needs of the business.”

About Wyndham Worldwide

As one of the world’s largest hospitality companies, Wyndham Worldwide offers individual consumers and business-to-business customers a broad suite of hospitality products and services across various accommodation alternatives and price ranges through its premier portfolio of world-renowned brands. Wyndham Hotel Group encompasses more than 7,040 franchised hotels and approximately 592,900 hotel rooms worldwide. Group RCI offers its nearly 3.7 million members access to more than 73,000 vacation properties located in approximately 100 countries. Wyndham Vacation Ownership develops, markets and sells vacation ownership interests and provides consumer financing to owners through its network of over 150 vacation ownership resorts serving over 830,000 owners throughout North America, the Caribbean and the South Pacific. Wyndham Worldwide, headquartered in Parsippany, N.J., employs approximately 27,000 employees globally.

For more information about Wyndham Worldwide, please visit the Company’s web site at www.wyndhamworldwide.com.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, conveying management’s expectations as to the future based on plans, estimates and projections at the time the Company makes the statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking

statements. The forward-looking statements contained in this press release include statements related to the Company's revenues, earnings and related financial and operating measures, financing plans and restructuring plans.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Factors that could cause actual results to differ materially from those in the forward-looking statements include general economic conditions, the performance of the financial and credit markets, the economic environment for the hospitality industry, the impact of war and terrorist activity, operating risks associated with the hotel, vacation exchange and rentals and vacation ownership businesses, as well as those described in the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 10, 2008. Except for the Company's ongoing obligations to disclose material information under the federal securities laws, it undertakes no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

###

Investor contact:

Margo C. Happer
Senior Vice President,
Investor Relations
Wyndham Worldwide Corporation
(973) 753-6472
Margo.Happer@wyndhamworldwide.com

Press contact:

Betsy O'Rourke
Senior Vice President,
Marketing and Communications
Wyndham Worldwide Corporation
(973) 753-7422
Betsy.O'Rourke@wyndhamworldwide.com