

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

Form 10-Q

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

For the quarterly period ended March 31, 2017

OR

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

For the transition period from \_\_\_\_ to \_\_\_\_

Commission file number. 001-32876

**Wyndham Worldwide Corporation**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**

*(State or Other Jurisdiction  
of Incorporation or Organization)*

**22 Sylvan Way**

**Parsippany, New Jersey**

*(Address of Principal Executive Offices)*

**20-0052541**

*(I.R.S. Employer  
Identification No.)*

**07054**

*(Zip Code)*

**(973) 753-6000**

*(Registrant's Telephone Number, Including Area Code)*

**None**

*(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)*

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
	(Do not check if a smaller reporting company)	Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date:

104,353,845 shares of common stock outstanding as of March 31, 2017.

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**PART I — FINANCIAL INFORMATION**

**Item 1. Condensed Consolidated Financial Statements (Unaudited).**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Wyndham Worldwide Corporation

We have reviewed the accompanying condensed consolidated balance sheet of Wyndham Worldwide Corporation and subsidiaries (the "Company") as of March 31, 2017, and the related condensed consolidated statements of income, comprehensive income, cash flows and equity for the three-month periods ended March 31, 2017 and 2016. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of the Company as of December 31, 2016, and the related consolidated statements of income, comprehensive income, cash flows and equity for the year then ended (not presented herein); and in our report dated February 17, 2017, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2016 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Deloitte & Touche LLP  
Parsippany, New Jersey  
April 26, 2017

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**WYNDHAM WORLDWIDE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
(In millions, except per share amounts)  
(Unaudited)

	Three Months Ended	
	March 31,	
	2017	2016
<b>Net revenues</b>		
Service and membership fees	\$ 636	\$ 634
Vacation ownership interest sales	351	342
Franchise fees	141	138
Consumer financing	111	107
Other	80	82
<b>Net revenues</b>	<b>1,319</b>	<b>1,303</b>
<b>Expenses</b>		
Operating	601	613
Cost of vacation ownership interests	36	37
Consumer financing interest	18	18
Marketing and reservation	195	192
General and administrative	193	186
Asset impairments	5	—
Restructuring	7	—
Depreciation and amortization	63	62
<b>Total expenses</b>	<b>1,118</b>	<b>1,108</b>
<b>Operating income</b>	201	195
Other (income)/expense, net	(2)	(10)
Interest expense	33	33
Early extinguishment of debt	—	11
Interest income	(2)	(2)
<b>Income before income taxes</b>	<b>172</b>	<b>163</b>
Provision for income taxes	31	67
<b>Net income</b>	<b>\$ 141</b>	<b>\$ 96</b>
<b>Earnings per share</b>		
Basic	\$ 1.34	\$ 0.85
Diluted	1.33	0.84
Cash dividends declared per share	\$ 0.58	\$ 0.50

See Notes to Condensed Consolidated Financial Statements.

**WYNDHAM WORLDWIDE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(In millions)**  
**(Unaudited)**

	Three Months Ended	
	March 31,	
	2017	2016
<b>Net income</b>	\$ 141	\$ 96
<b>Other comprehensive income/(loss), net of tax</b>		
Foreign currency translation adjustments	29	36
Unrealized gains on cash flow hedges	—	1
Defined benefit pension plans	—	(1)
<b>Other comprehensive income/(loss), net of tax</b>	29	36
<b>Comprehensive income</b>	\$ 170	\$ 132

See Notes to Condensed Consolidated Financial Statements.

**WYNDHAM WORLDWIDE CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In millions, except share data)  
(Unaudited)

	March 31, 2017	December 31, 2016
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 222	\$ 185
Trade receivables, net	842	610
Vacation ownership contract receivables, net	260	262
Inventory	324	315
Prepaid expenses	188	144
Other current assets	466	296
Total current assets	2,302	1,812
Long-term vacation ownership contract receivables, net	2,498	2,515
Non-current inventory	1,038	1,035
Property and equipment, net	1,360	1,340
Goodwill	1,615	1,603
Trademarks, net	737	734
Franchise agreements and other intangibles, net	386	393
Other non-current assets	407	387
<b>Total assets</b>	<b>\$ 10,343</b>	<b>\$ 9,819</b>
<b>Liabilities and Equity</b>		
Current liabilities:		
Securitized vacation ownership debt	\$ 191	\$ 195
Current portion of long-term debt	40	34
Accounts payable	740	468
Deferred income	628	500
Accrued expenses and other current liabilities	750	835
Total current liabilities	2,349	2,032
Long-term securitized vacation ownership debt	1,947	1,946
Long-term debt	3,535	3,337
Deferred income taxes	1,298	1,214
Deferred income	199	197
Other non-current liabilities	349	375
Total liabilities	9,677	9,101
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Preferred stock, \$.01 par value, authorized 6,000,000 shares, none issued and outstanding	—	—
Common stock, \$.01 par value, authorized 600,000,000 shares, 218,711,513 issued as of 2017 and 218,198,050 shares in 2016	2	2
Treasury stock, at cost – 114,470,868 shares in 2017 and 112,617,112 shares in 2016	(5,268)	(5,118)
Additional paid-in capital	3,952	3,966
Retained earnings	2,060	1,977
Accumulated other comprehensive loss	(84)	(113)
Total stockholders' equity	662	714
Noncontrolling interest	4	4
Total equity	666	718
<b>Total liabilities and equity</b>	<b>\$ 10,343</b>	<b>\$ 9,819</b>

See Notes to Condensed Consolidated Financial Statements.

**WYNDHAM WORLDWIDE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In millions)  
(Unaudited)

	Three Months Ended March 31,	
	2017	2016
<b>Operating Activities</b>		
Net income	\$ 141	\$ 96
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	63	62
Provision for loan losses	85	63
Deferred income taxes	80	41
Stock-based compensation	15	14
Excess tax benefits from stock-based compensation	—	(6)
Asset impairments	5	—
Loss on early extinguishment of debt	—	11
Non-cash interest	6	5
Net change in assets and liabilities, excluding the impact of acquisitions:		
Trade receivables	(229)	(219)
Vacation ownership contract receivables	(55)	(43)
Inventory	(32)	(1)
Prepaid expenses	(43)	(24)
Other current assets	(122)	(27)
Accounts payable, accrued expenses and other current liabilities	196	178
Deferred income	122	105
Other, net	6	6
<b>Net cash provided by operating activities</b>	<b>238</b>	<b>261</b>
<b>Investing Activities</b>		
Property and equipment additions	(35)	(43)
Net assets acquired, net of cash acquired	(10)	—
Payments of development advance notes	(3)	(2)
Proceeds from development advance notes	2	—
Equity investments and loans	(2)	(6)
Proceeds from asset sales	5	—
Increase in securitization restricted cash	(23)	(22)
Increase in escrow deposit restricted cash	(26)	(17)
Other, net	13	—
<b>Net cash used in investing activities</b>	<b>(79)</b>	<b>(90)</b>
<b>Financing Activities</b>		
Proceeds from securitized borrowings	593	643
Principal payments on securitized borrowings	(596)	(620)
Proceeds from long-term debt	544	25
Principal payments on long-term debt	(579)	(42)
(Repayments of)/proceeds from commercial paper, net	(206)	234
Proceeds from notes issued and term loan	694	325
Repayment/repurchase of notes	(300)	(327)
Proceeds from vacation ownership inventory arrangements	—	1
Repayments of vacation ownership inventory arrangements	(22)	(5)
Dividends to shareholders	(64)	(60)
Repurchase of common stock	(147)	(168)
Excess tax benefits from stock-based compensation	—	6
Debt issuance costs	(6)	(7)
Net share settlement of incentive equity awards	(30)	(30)
Other, net	(5)	(2)
<b>Net cash used in financing activities</b>	<b>(124)</b>	<b>(27)</b>
Effect of changes in exchange rates on cash and cash equivalents	2	3
<b>Net increase in cash and cash equivalents</b>	<b>37</b>	<b>147</b>
Cash and cash equivalents, beginning of period	185	171
<b>Cash and cash equivalents, end of period</b>	<b>\$ 222</b>	<b>\$ 318</b>

See Notes to Condensed Consolidated Financial Statements.

**WYNDHAM WORLDWIDE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**  
(In millions)  
(Unaudited)

	Common Shares Outstanding	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss)/ Income	Non-controlling Interest	Total Equity
<b>Balance as of December 31, 2016</b>	106	\$ 2	\$ (5,118)	\$ 3,966	\$ 1,977	\$ (113)	\$ 4	\$ 718
Net income	—	—	—	—	141	—	—	141
Other comprehensive income	—	—	—	—	—	29	—	29
Net share settlement of incentive equity awards	—	—	—	(30)	—	—	—	(30)
Change in deferred compensation	—	—	—	15	—	—	—	15
Change in deferred compensation for Board of Directors	—	—	—	1	—	—	—	1
Repurchase of common stock	(2)	—	(150)	—	—	—	—	(150)
Dividends	—	—	—	—	(58)	—	—	(58)
<b>Balance as of March 31, 2017</b>	<u>104</u>	<u>\$ 2</u>	<u>\$ (5,268)</u>	<u>\$ 3,952</u>	<u>\$ 2,060</u>	<u>\$ (84)</u>	<u>\$ 4</u>	<u>\$ 666</u>

	Common Shares Outstanding	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss)/ Income	Non-controlling Interest	Total Equity
<b>Balance as of December 31, 2015</b>	114	\$ 2	\$ (4,493)	\$ 3,923	\$ 1,592	\$ (74)	\$ 3	\$ 953
Net income	—	—	—	—	96	—	—	96
Other comprehensive income	—	—	—	—	—	36	—	36
Issuance of shares for RSU vesting	1	—	—	—	—	—	—	—
Net share settlement of incentive equity awards	—	—	—	(30)	—	—	—	(30)
Change in deferred compensation	—	—	—	14	—	—	—	14
Repurchase of common stock	(3)	—	(175)	—	—	—	—	(175)
Change in excess tax benefit on equity awards	—	—	—	6	—	—	—	6
Dividends	—	—	—	—	(60)	—	—	(60)
<b>Balance as of March 31, 2016</b>	<u>112</u>	<u>\$ 2</u>	<u>\$ (4,668)</u>	<u>\$ 3,913</u>	<u>\$ 1,628</u>	<u>\$ (38)</u>	<u>\$ 3</u>	<u>\$ 840</u>

See Notes to Condensed Consolidated Financial Statements.



**WYNDHAM WORLDWIDE CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unless otherwise noted, all amounts are in millions, except share and per share amounts)**  
**(Unaudited)**

**1. Basis of Presentation**

Wyndham Worldwide Corporation (“Wyndham” or the “Company”) is a global provider of hospitality services and products. The accompanying Condensed Consolidated Financial Statements include the accounts and transactions of Wyndham, as well as the entities in which Wyndham directly or indirectly has a controlling financial interest. The accompanying Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America. All intercompany balances and transactions have been eliminated in the Condensed Consolidated Financial Statements.

In presenting the Condensed Consolidated Financial Statements, management makes estimates and assumptions that affect the amounts reported and related disclosures. Estimates, by their nature, are based on judgment and available information. Accordingly, actual results could differ from those estimates. In management’s opinion, the Condensed Consolidated Financial Statements contain all normal recurring adjustments necessary for a fair presentation of interim results reported. The results of operations reported for interim periods are not necessarily indicative of the results of operations for the entire year or any subsequent interim period. These Condensed Consolidated Financial Statements should be read in conjunction with the Company’s 2016 Consolidated Financial Statements included in its Annual Report filed on Form 10-K with the Securities and Exchange Commission on February 17, 2017.

***Business Description***

The Company operates in the following business segments:

- **Hotel Group**—primarily franchises hotels in the upscale, upper midscale, midscale, economy and extended stay segments and provides hotel management services for full-service and select limited-service hotels.
- **Destination Network**—provides vacation exchange services and products to owners of intervals of vacation ownership interests (“VOIs”) and manages and markets vacation rental properties primarily on behalf of independent owners.
- **Vacation Ownership**—develops, markets and sells VOIs to individual consumers, provides consumer financing in connection with the sale of VOIs and provides property management services at resorts.

***Recently Issued Accounting Pronouncements***

***Revenue from Contracts with Customers.*** In May 2014, the Financial Accounting Standards Board (“FASB”) issued guidance on revenue from contracts with customers. The guidance outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The guidance also requires disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. Entities have the option to apply the new guidance under a retrospective approach to each prior reporting period presented or a modified retrospective approach with the cumulative effect of initially applying the new guidance recognized at the date of initial application within the statement of financial position. The Company currently expects to adopt the new guidance utilizing the full retrospective transition method on its effective date of January 1, 2018.

The initial analysis identifying areas that will be impacted by the new guidance is substantially complete, and the Company is currently analyzing the potential impacts to its financial statements and related disclosures. The Company believes the most significant impacts relating to its Hotel Group segment are the accounting for initial fees, upfront costs and marketing and reservations expenses. The Company expects royalty and marketing and reservation fees to remain substantially unchanged. Specifically, under the new guidance, the Company expects initial fees to be recognized ratably over the life of the noncancelable period of the franchise agreement and incremental upfront contract costs to be deferred and expensed over the life of the noncancelable period of the franchise agreement. Marketing and reservations revenues earned in excess of costs incurred will no longer be accrued as a liability for future marketing and reservation costs; marketing or reservation costs incurred in excess of revenues earned will continue to be expensed as incurred.

The Company believes the most significant impacts relating to its Destination Network segment are the accounting for vacation rental revenues and other vacation exchange related product fees. Specifically, under the new guidance, the Company expects (i) approximately thirty percent of its vacation rental revenue will no longer be recognized in the period that the rental reservation is booked and, instead, will be recognized over the term of the guest stay and (ii) other vacation exchange related products fees to be deferred and recognized upon the occurrence of a future vacation exchange or other

transaction. The Company expects vacation exchange transaction fees to remain substantially unchanged. The Company is continuing to evaluate the potential impacts of this new guidance on its vacation exchange membership fees.

The Company expects the recognition of its Vacation Ownership segment revenues to remain substantially unchanged. However, the Company is continuing its assessment specifically on the accounting for collectability of VOI sales revenue based on pending industry clarification which may identify other impacts. The Company expects revenue from certain travel packages utilized to market its VOI products to be presented on a gross basis within other revenues.

The Company is continuing to evaluate the potential impacts of this new guidance on its Wyndham Rewards loyalty program as well as its co-branded credit card programs at the Company's Hotel Group and Destination Network segments.

*Leases.* In February 2016, the FASB issued guidance which requires companies generally to recognize on the balance sheet operating and financing lease liabilities and corresponding right-of-use assets. This guidance is effective for fiscal years beginning after December 15, 2018 and for interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this guidance on its financial statements and related disclosures.

*Financial Instruments - Credit Losses.* In June 2016, the FASB issued guidance which amends the guidance on measuring credit losses on financial assets held at amortized cost. The guidance requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company is currently evaluating the impact of the adoption of this guidance on its financial statements and related disclosures.

*Statement of Cash Flows.* In August 2016, the FASB issued guidance intended to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. This guidance requires the retrospective transition method and is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted. The Company believes the impact of this new guidance will result in development advance notes and escrow deposits being recorded within operating activities and securitization restricted cash being recorded within financing activities on its Condensed Consolidated Statements of Cash Flows. The following table summarizes the effect of the new guidance:

Increase/(decrease):	Three Months Ended March 31,	
	2017	2016
Operating Activities	\$ (27)	\$ (19)
Investing Activities	50	41
Financing Activities	(23)	(22)

*Intra-Entity Transfers of Assets Other Than Inventory.* In October 2016, the FASB issued guidance which requires companies to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. This guidance requires the modified retrospective approach and is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this guidance on its financial statements and related disclosures.

*Restricted Cash.* In November 2016, the FASB issued guidance which requires amounts generally described as restricted cash and cash equivalents be included with cash and cash equivalents when reconciling the total beginning and ending amounts for the periods shown on the statement of cash flows. This guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted. The Company will adopt this new guidance on January 1, 2018, using a retrospective transition method. As such, restricted cash of \$207 million and \$149 million, as of March 31, 2017 and December 31, 2016, respectively, will be included within the beginning and ending cash and cash equivalents amounts on the Company's Condensed Consolidated Statements of Cash Flows.

*Clarifying the Definition of a Business.* In January 2017, the FASB issued guidance clarifying the definition of a business, which assists entities when evaluating whether transactions should be accounted for as acquisitions of businesses or assets. This guidance is effective on a prospective basis for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently evaluating the impact of the adoption of this guidance on its financial statements and related disclosures.

*Simplifying the Test for Goodwill Impairment.* In January 2017, the FASB issued guidance which simplifies the current two-step goodwill impairment test by eliminating Step 2 of the test. The guidance requires a one-step impairment test in which an entity compares the fair value of a reporting unit with its carrying amount and recognizes an impairment charge

for the amount by which the carrying amount exceeds the reporting unit's fair value, if any. This guidance is effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years, and should be applied on a prospective basis. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact of the adoption of this guidance on its financial statements and related disclosures.

**Recently Adopted Accounting Pronouncements**

*Simplifying the Measurement of Inventory.* In July 2015, the FASB issued guidance related to simplifying the measurement of inventory. This guidance requires an entity to measure inventory at the lower of cost or net realizable value, which consists of the estimated selling prices in the ordinary course of business, less reasonably predictable cost of completion, disposal, and transportation. This guidance is effective prospectively for fiscal years beginning after December 15, 2016 and for interim periods within those fiscal years, with early adoption permitted. The Company adopted the guidance on January 1, 2017, as required. There was no material impact on its financial statements and related disclosures.

*Compensation - Stock Compensation.* In March 2016, the FASB issued guidance which is intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. This guidance is effective for fiscal years beginning after December 15, 2016 and for interim periods within those fiscal years, with early adoption permitted. The Company adopted the guidance on January 1, 2017, as required. The Company elected to use the prospective transition method and as such, the excess tax benefits from stock-based compensation was presented as part of operating activities within its current period Condensed Consolidated Statement of Cash Flows. In addition, the excess tax benefit of \$4 million has been recognized within the provision for income taxes on the current period Condensed Consolidated Statement of Income.

**2. Earnings Per Share**

The computation of basic and diluted earnings per share ("EPS") is based on net income divided by the basic weighted average number of common shares and diluted weighted average number of common shares, respectively.

The following table sets forth the computation of basic and diluted EPS (in millions, except per share data):

	Three Months Ended	
	March 31,	
	2017	2016
Net income	\$ 141	\$ 96
Basic weighted average shares outstanding	105	113
Stock-settled appreciation rights ("SSARs"), RSUs <sup>(a)</sup> and PSUs <sup>(b)</sup>	1	1
Diluted weighted average shares outstanding	106	114
<i>Earnings per share:</i>		
Basic	\$ 1.34	\$ 0.85
Diluted	1.33	0.84
<i>Dividends:</i>		
Aggregate dividends paid to shareholders	\$ 64	\$ 60

(a) Excludes 0.5 million and 1.0 million of restricted stock units ("RSUs") for the three months ended March 31, 2017 and 2016, respectively, that would have been anti-dilutive to EPS. Includes unvested dilutive RSUs which are subject to future forfeiture.

(b) Excludes 0.4 million and 0.6 million performance vested restricted stock units ("PSUs") for the three months ended March 31, 2017 and 2016, respectively, as the Company has not met the required performance metrics.

### Stock Repurchase Program

The following table summarizes stock repurchase activity under the current stock repurchase program (in millions, except per share data):

	Shares	Cost	Average Price Per Share
As of December 31, 2016	88.1	\$ 4,337	\$ 49.22
For the three months ended March 31, 2017	1.9	150	80.93
As of March 31, 2017	90.0	\$ 4,487	49.88

The Company had \$591 million of remaining availability under its program as of March 31, 2017.

### 3. Acquisitions

Assets acquired and liabilities assumed in business combinations were recorded on the Condensed Consolidated Balance Sheets as of the respective acquisition dates based upon their estimated fair values at such dates. The results of operations of businesses acquired by the Company have been included in the Condensed Consolidated Statements of Income since their respective dates of acquisition. The excess of the purchase price over the estimated fair values of the underlying assets acquired and liabilities assumed was allocated to goodwill. In certain circumstances, the allocations of the excess purchase price are based upon preliminary estimates and assumptions. Accordingly, the allocations may be subject to revision when the Company receives final information, including appraisals and other analyses. Any revisions to the fair values during the allocation period will be recorded by the Company as further adjustments to the purchase price allocations. Although, in certain circumstances, the Company has substantially integrated the operations of its acquired businesses, additional future costs relating to such integration may occur. These costs may result from integrating operating systems, relocating employees, closing facilities, reducing duplicative efforts and exiting and consolidating other activities. These costs will be recorded on the Condensed Consolidated Statements of Income as expenses.

During the first quarter of 2017, the Company completed two acquisitions at its Destination Network segment for \$10 million, net of cash acquired and \$1 million of contingent consideration. The preliminary purchase price allocations resulted primarily in the recognition of (i) \$13 million of other assets, (ii) \$4 million of goodwill, none of which is expected to be deductible for tax purposes, (iii) \$3 million of trademarks, (iv) \$3 million of definite-lived intangible assets with a weighted average life of 6 years and (v) \$12 million of liabilities. These acquisitions were not material to the Company's results of operations, financial position or cash flows.

### 4. Vacation Ownership Contract Receivables

The Company generates vacation ownership contract receivables by extending financing to the purchasers of its VOIs. Current and long-term vacation ownership contract receivables, net consisted of:

	March 31, 2017	December 31, 2016
<i>Current vacation ownership contract receivables:</i>		
Securitized	\$ 229	\$ 235
Non-securitized	88	84
Current vacation ownership receivables, gross	317	319
Less: Allowance for loan losses	57	57
Current vacation ownership contract receivables, net	\$ 260	\$ 262
<i>Long-term vacation ownership contract receivables:</i>		
Securitized	\$ 2,220	\$ 2,254
Non-securitized	840	825
Long-term vacation ownership receivables, gross	3,060	3,079
Less: Allowance for loan losses	562	564
Long-term vacation ownership contract receivables, net	\$ 2,498	\$ 2,515

The Company's securitized vacation ownership contract receivables generated interest income of \$82 million during both the three months ended March 31, 2017 and 2016. Such interest income is included within consumer financing on the Condensed Consolidated Statements of Income.

Principal payments that are contractually due on the Company's vacation ownership contract receivables during the next twelve months are classified as current on the Condensed Consolidated Balance Sheets. During the three months ended March 31, 2017 and 2016, the Company originated vacation ownership contract receivables of \$280 million and \$245 million, respectively, and received principal collections of \$225 million and \$202 million, respectively. The weighted average interest rate on outstanding vacation ownership contract receivables was 13.9% as of both March 31, 2017 and December 31, 2016.

The activity in the allowance for loan losses on vacation ownership contract receivables was as follows:

	<b>Amount</b>
Allowance for loan losses as of December 31, 2016	\$ 621
Provision for loan losses	85
Contract receivables write-offs, net	(87)
Allowance for loan losses as of March 31, 2017	<u>\$ 619</u>
	<b>Amount</b>
Allowance for loan losses as of December 31, 2015	\$ 581
Provision for loan losses	63
Contract receivables write-offs, net	(75)
Allowance for loan losses as of March 31, 2016	<u>\$ 569</u>

In accordance with the guidance for accounting for real estate time-sharing transactions, the Company recorded a provision for loan losses of \$85 million and \$63 million as a reduction of net revenues during the three months ended March 31, 2017 and 2016, respectively.

***Credit Quality for Financed Receivables and the Allowance for Credit Losses***

The basis of the differentiation within the identified class of financed VOI contract receivables is the consumer's FICO score. A FICO score is a branded version of a consumer credit score widely used within the U.S. by the largest banks and lending institutions. FICO scores range from 300 – 850 and are calculated based on information obtained from one or more of the three major U.S. credit reporting agencies that compile and report on a consumer's credit history. The Company updates its records for all active VOI contract receivables with a balance due on a rolling monthly basis to ensure that all VOI contract receivables are scored at least every six months. The Company groups all VOI contract receivables into five different categories: FICO scores ranging from 700 to 850, 600 to 699, Below 600, No Score (primarily comprised of consumers for whom a score is not readily available, including consumers declining access to FICO scores and non U.S. residents) and Asia Pacific (comprised of receivables in the Company's Wyndham Vacation Resort Asia Pacific business for which scores are not readily available).

The following table details an aged analysis of financing receivables using the most recently updated FICO scores (based on the policy described above):

	As of March 31, 2017					
	700+	600-699	<600	No Score	Asia Pacific	Total
Current	\$ 1,709	\$ 996	\$ 167	\$ 123	\$ 247	\$ 3,242
31 - 60 days	15	24	14	4	2	59
61 - 90 days	10	16	11	3	1	41
91 - 120 days	7	13	11	3	1	35
<b>Total</b>	<b>\$ 1,741</b>	<b>\$ 1,049</b>	<b>\$ 203</b>	<b>\$ 133</b>	<b>\$ 251</b>	<b>\$ 3,377</b>

	As of December 31, 2016					
	700+	600-699	<600	No Score	Asia Pacific	Total
Current	\$ 1,733	\$ 1,010	\$ 149	\$ 120	\$ 232	\$ 3,244
31 - 60 days	19	32	17	4	2	74
61 - 90 days	11	16	11	3	1	42
91 - 120 days	8	14	13	2	1	38
<b>Total</b>	<b>\$ 1,771</b>	<b>\$ 1,072</b>	<b>\$ 190</b>	<b>\$ 129</b>	<b>\$ 236</b>	<b>\$ 3,398</b>

The Company ceases to accrue interest on VOI contract receivables once the contract has remained delinquent for greater than 90 days. At greater than 120 days, the VOI contract receivable is written off to the allowance for loan losses. In accordance with its policy, the Company assesses the allowance for loan losses using a static pool methodology and thus does not assess individual loans for impairment separate from the pool.

## 5. Inventory

Inventory consisted of:

	March 31, 2017	December 31, 2016
Land held for VOI development	\$ 146	\$ 146
VOI construction in process	35	59
Inventory sold subject to conditional repurchase	112	163
Completed VOI inventory	752	667
Estimated VOI recoveries	257	256
Destination network vacation credits and other	60	59
<b>Total inventory</b>	<b>1,362</b>	<b>1,350</b>
Less: Current portion (*)	324	315
<b>Non-current inventory</b>	<b>\$ 1,038</b>	<b>\$ 1,035</b>

(\*) Represents inventory that the Company expects to sell within the next 12 months.

During the three months ended March 31, 2017 and 2016, the Company transferred \$17 million and \$6 million, respectively, from property and equipment to VOI inventory. In addition to the inventory obligations listed below, the Company had \$7 million and \$8 million of inventory accruals as of March 31, 2017 and December 31, 2016, respectively, included within accounts payable on the Condensed Consolidated Balance Sheets.

***Inventory Sale Transactions***

During 2015 and 2016, the Company sold real property located in St. Thomas, U.S. Virgin Islands (“St. Thomas”) to a third-party developer, consisting of vacation ownership inventory. During 2013, the Company sold real property located in Las Vegas, Nevada and Avon, Colorado to a third-party developer, consisting of vacation ownership inventory and property and equipment.

The Company recognized no gain or loss on these sales transactions. In accordance with the agreements with the third-party developers, the Company has conditional rights and conditional obligations to repurchase the completed properties from the developers subject to the properties conforming to the Company's vacation ownership resort standards and provided that the third-party developers have not sold the properties to another party. Under the sale of real estate accounting guidance, the conditional rights and obligations of the Company constitute continuing involvement and thus the Company was unable to account for these transactions as a sale.

During 2014, the Company acquired the property located in Avon, Colorado from the third-party developer. In connection with this acquisition, the Company had an outstanding obligation of \$21 million as of March 31, 2017, of which \$11 million was included within accrued expenses and other current liabilities and \$10 million was included within other non-current liabilities on the Condensed Consolidated Balance Sheet. During the three months ended March 31, 2017, the Company paid \$11 million to the third-party developer, of which \$9 million was for vacation ownership inventory and \$2 million was to satisfy a portion of its inventory obligation. As of December 31, 2016, the Company had an outstanding obligation of \$32 million, of which \$11 million was included within accrued expenses and other current liabilities and \$21 million was included within other non-current liabilities on the Condensed Consolidated Balance Sheet.

In connection with the Las Vegas, Nevada and St. Thomas properties, the Company had outstanding obligations of \$112 million as of March 31, 2017, of which \$40 million was included within accrued expenses and other current liabilities and \$72 million was included within other non-current liabilities on the Condensed Consolidated Balance Sheet. During the three months ended March 31, 2017, the Company paid \$54 million to the third-party developer, of which \$32 million was for vacation ownership inventory located in Las Vegas, Nevada and St. Thomas, \$20 million was for its obligation under the vacation ownership inventory arrangements and \$2 million was for accrued interest. As of December 31, 2016, the Company had an outstanding obligation related to the Las Vegas, Nevada and St. Thomas properties of \$166 million, of which \$74 million was included within accrued expenses and other current liabilities and \$92 million was included within other non-current liabilities on the Condensed Consolidated Balance Sheet.

The Company has guaranteed to repurchase the completed properties located in Las Vegas, Nevada and St. Thomas from the third-party developers subject to the properties meeting the Company's vacation ownership resort standards and provided that the third-party developers have not sold the properties to another party. The maximum potential future payments that the Company could be required to make under these commitments was \$238 million as of March 31, 2017.

**6. Long-Term Debt and Borrowing Arrangements**

The Company's indebtedness consisted of:

	<b>March 31, 2017</b>	<b>December 31, 2016</b>
<i>Securitized vacation ownership debt.</i> <sup>(a)</sup>		
Term notes <sup>(b)</sup>	\$ 1,902	\$ 1,857
Bank conduit facility (due August 2018)	236	284
Total securitized vacation ownership debt	2,138	2,141
Less: Current portion of securitized vacation ownership debt	191	195
Long-term securitized vacation ownership debt	\$ 1,947	\$ 1,946
<i>Long-term debt.</i> <sup>(c)</sup>		
Revolving credit facility (due July 2020)	\$ 8	\$ 14
Commercial paper	221	427
Term loan (due March 2021)	324	323
\$300 million 2.95% senior unsecured notes (due March 2017)	—	300
\$14 million 5.75% senior unsecured notes (due February 2018)	14	14
\$450 million 2.50% senior unsecured notes (due March 2018)	449	449
\$40 million 7.375% senior unsecured notes (due March 2020)	40	40
\$250 million 5.625% senior unsecured notes (due March 2021)	248	248
\$650 million 4.25% senior unsecured notes (due March 2022) <sup>(d)</sup>	648	648
\$400 million 3.90% senior unsecured notes (due March 2023) <sup>(e)</sup>	406	407
\$300 million 4.15% senior unsecured notes (due April 2024)	297	—
\$350 million 5.10% senior unsecured notes (due October 2025) <sup>(f)</sup>	339	338
\$400 million 4.50% senior unsecured notes (due April 2027) <sup>(g)</sup>	396	—
Capital leases	141	143
Other	44	20
Total long-term debt	3,575	3,371
Less: Current portion of long-term debt	40	34
Long-term debt	\$ 3,535	\$ 3,337

<sup>(a)</sup> Represents non-recourse debt that is securitized through bankruptcy-remote special purpose entities ("SPEs"), the creditors of which have no recourse to the Company for principal and interest. These outstanding borrowings (which legally are not liabilities of the Company) are collateralized by \$2,582 million and \$2,601 million of underlying gross vacation ownership contract receivables and related assets (which legally are not assets of the Company) as of March 31, 2017 and December 31, 2016, respectively.

<sup>(b)</sup> The carrying amounts of the term notes are net of debt issuance costs aggregating \$25 million and \$24 million as of March 31, 2017 and December 31, 2016, respectively.

<sup>(c)</sup> The carrying amounts of the senior unsecured notes and term loan are net of unamortized discounts of \$16 million and \$11 million as of March 31, 2017 and December 31, 2016, respectively. The carrying amounts of the senior unsecured notes and term loan are net of debt issuance costs of \$5 million and \$4 million as of March 31, 2017 and December 31, 2016, respectively.

<sup>(d)</sup> Includes \$2 million of unamortized gains from the settlement of a derivative as of both March 31, 2017 and December 31, 2016.

<sup>(e)</sup> Includes \$9 million of unamortized gains from the settlement of a derivative as of both March 31, 2017 and December 31, 2016.

<sup>(f)</sup> Includes \$9 million of unamortized losses from the settlement of a derivative as of both March 31, 2017 and December 31, 2016.

<sup>(g)</sup> Includes a \$1 million increase in the carrying value resulting from a fair value hedge derivative as of March 31, 2017.

**Long-Term Debt**

The Company's \$14 million 5.75% senior unsecured notes due February 2018 and \$450 million 2.5% senior unsecured notes due in March 2018 are classified as long-term as the Company has the intent to refinance such debt on a long-term basis and the ability to do so with available capacity under its revolving credit facility.



### **Debt Issuances**

*Sierra Timeshare 2017-1 Receivables Funding, LLC.* During March 2017, the Company closed a series of term notes payable, Sierra Timeshare 2017-1 Receivables Funding, LLC, with an initial principal amount of \$350 million, which are secured by vacation ownership contract receivables and bear interest at a weighted average coupon rate of 2.97%. The advance rate for this transaction was 90%. As of March 31, 2017, the Company had outstanding borrowings under these term notes of \$345 million, net of debt issuance costs.

*4.15% Senior Unsecured Notes.* During March 2017, the Company issued senior unsecured notes, with face value of \$300 million and bearing interest at a rate of 4.15%, for net proceeds of \$297 million. The interest on the senior unsecured notes will be subject to adjustments from time to time if there are downgrades to the credit ratings assigned to the notes. Interest began accruing on March 21, 2017 and is payable semi-annually in arrears on April 1 and October 1 of each year, commencing on October 1, 2017. The notes will mature on April 1, 2024 and are redeemable at the Company's option at any time, in whole or in part, at the stated redemption prices plus accrued interest through the redemption date. These notes rank equally in right of payment with all of the Company's other senior unsecured indebtedness.

*4.50% Senior Unsecured Notes.* During March 2017, the Company issued senior unsecured notes, with face value of \$400 million and bearing interest at a rate of 4.50%, for net proceeds of \$397 million. The interest on the senior unsecured notes will be subject to adjustments from time to time if there are downgrades to the credit ratings assigned to the notes. Interest began accruing on March 21, 2017 and is payable semi-annually in arrears on April 1 and October 1 of each year, commencing on October 1, 2017. The notes will mature on April 1, 2027 and are redeemable at the Company's option at any time, in whole or in part, at the stated redemption prices plus accrued interest through the redemption date. These notes rank equally in right of payment with all of the Company's other senior unsecured indebtedness.

*Other.* During 2015, the Company entered into an agreement with a third-party partner whereby the partner would develop and construct VOI inventory through an SPE. The SPE financed the development and construction with a four-year bank mortgage note. During the first quarter of 2017, the third-party partner met certain conditions of the agreement, which resulted in the Company committing to purchase \$51 million of VOI inventory located in Clearwater, Florida, from the SPE over a two-year period. Such proceeds from the purchase will be used by the SPE to repay the mortgage notes. The Company is considered to be the primary beneficiary for specified assets and liabilities of the SPE and, therefore, the Company consolidated such assets and liabilities within its financial statements. As of March 31, 2017, the Company's obligation under the notes was \$44 million, with principal and interest payable tri-annually (see Note 7 - Variable Interest Entities for further details).

### **Commercial Paper**

The Company maintains U.S. and European commercial paper programs with a total capacity of \$750 million and \$500 million, respectively. As of March 31, 2017, the Company had outstanding borrowings of \$221 million at a weighted average interest rate of 1.51%, all of which were under its U.S. commercial paper program. As of December 31, 2016, the Company had outstanding borrowings of \$427 million at a weighted average interest rate of 1.36%, all of which were under its U.S. commercial paper program. The Company considers outstanding borrowings under its commercial paper programs to be a reduction of available capacity on its revolving credit facility.

### **Fair Value Hedges**

The Company has pay-variable/receive-fixed interest rate swap agreements (the "Swaps") on its 4.50% senior unsecured notes with notional amounts of \$400 million. The fixed interest rates on these notes were effectively modified to a variable LIBOR-based index. As of March 31, 2017, the variable interest rates on the notional portion of the 4.50% senior unsecured notes were 3.14%. The aggregate fair value of the Swaps resulted in less than \$1 million of assets as of March 31, 2017. Such assets were included within other non-current assets on the Condensed Consolidated Balance Sheet.

During 2013, the Company entered into fixed to variable interest rate swap agreements on its 3.90% and 4.25% senior unsecured notes with notional amounts of \$400 million and \$100 million, respectively. The fixed interest rates on these notes were effectively modified to a variable LIBOR-based index. During May 2015, the Company terminated the Swaps and received \$17 million of cash which was included within other, net in operating activities on the Condensed Consolidated Statement of Cash Flows. The Company had \$11 million of deferred gains as of March 31, 2017 and December 31, 2016, respectively. Such gains were included within long-term debt on the Condensed Consolidated Balance Sheets. Such gains are being recognized as a reduction to interest expense on the Condensed Consolidated Statements of Income over the remaining life of the senior unsecured notes.

### **Maturities and Capacity**

The Company's outstanding debt as of March 31, 2017 matures as follows:

	<b>Securitized Vacation Ownership Debt</b>	<b>Long-Term Debt</b>	<b>Total</b>
Within 1 year	\$ 191	\$ 503 (*)	\$ 694
Between 1 and 2 years	214	33	247
Between 2 and 3 years	355	54	409
Between 3 and 4 years	205	812	1,017
Between 4 and 5 years	221	659	880
Thereafter	952	1,514	2,466
	<u>\$ 2,138</u>	<u>\$ 3,575</u>	<u>\$ 5,713</u>

(\*) Includes \$463 million of senior unsecured notes that are classified as long-term debt as the Company has the intent to refinance such debt on a long-term basis and the ability to do so with available capacity under its revolving credit facility.

Maturities of the securitized vacation ownership debt are based on the contractual payment terms of the underlying vacation ownership contract receivables. As such, actual maturities may differ as a result of prepayments by the vacation ownership contract receivable obligors.

As of March 31, 2017, available capacity under the Company's borrowing arrangements was as follows:

	<b>Securitized Bank Conduit Facility (a)</b>	<b>Revolving Credit Facility</b>
Total Capacity	\$ 650	\$ 1,500
Less: Outstanding Borrowings	236	8
Letters of credit	—	1
Commercial paper borrowings	—	221 (b)
Available Capacity	<u>\$ 414</u>	<u>\$ 1,270</u>

(a) The capacity of this facility is subject to the Company's ability to provide additional assets to collateralize additional securitized borrowings.

(b) The Company considers outstanding borrowings under its commercial paper programs to be a reduction of the available capacity of its revolving credit facility.

### **Early Extinguishment of Debt**

During the first quarter of 2016, the Company redeemed the remaining portion of its 6.00% senior unsecured notes for a total of \$327 million. As a result, the Company incurred an \$11 million loss during the three months ended March 31, 2016, which is included within early extinguishment of debt on the Condensed Consolidated Statement of Income.

### **Interest Expense**

During the three months ended March 31, 2017, the Company incurred non-securitized interest expense of \$33 million, which primarily consisted of \$34 million of interest on long-term debt, partially offset by \$1 million of capitalized interest. Such amounts are included within interest expense on the Condensed Consolidated Statement of Income. Cash paid related to interest on the Company's non-securitized debt was \$52 million during the three months ended March 31, 2017.

During the three months ended March 31, 2016, the Company incurred non-securitized interest expense of \$33 million, which primarily consisted of \$34 million of interest on long-term debt, partially offset by \$1 million of capitalized interest. Such amounts are included within interest expense on the Condensed Consolidated Statement of Income. Cash paid related to interest on the Company's non-securitized debt was \$53 million during the three months ended March 31, 2016.

Interest expense incurred in connection with the Company's securitized vacation ownership debt during both the three months ended March 31, 2017 and 2016 was \$18 million, and is recorded within consumer financing interest on the Condensed Consolidated Statements of Income. Cash paid related to such interest was \$12 million during both the three months ended March 31, 2017 and 2016.

**7. Variable Interest Entities**

In accordance with the applicable accounting guidance for the consolidation of a variable interest entity (“VIE”), the Company analyzes its variable interests, including loans, guarantees, SPEs and equity investments to determine if an entity in which the Company has a variable interest is a VIE. If the entity is considered to be a VIE, the Company determines whether it would be considered the entity’s primary beneficiary. The Company consolidates into its financial statements those VIEs for which it has determined that it is the primary beneficiary.

***Vacation Ownership Contract Receivables Securitizations***

The Company pools qualifying vacation ownership contract receivables and sells them to bankruptcy-remote entities. Vacation ownership contract receivables qualify for securitization based primarily on the credit strength of the VOI purchaser to whom financing has been extended. Vacation ownership contract receivables are securitized through bankruptcy-remote SPEs that are consolidated within its financial statements. As a result, the Company does not recognize gains or losses resulting from these securitizations at the time of sale to the SPEs. Interest income is recognized when earned over the contractual life of the vacation ownership contract receivables. The Company services the securitized vacation ownership contract receivables pursuant to servicing agreements negotiated on an arms-length basis based on market conditions. The activities of these SPEs are limited to (i) purchasing vacation ownership contract receivables from the Company’s vacation ownership subsidiaries, (ii) issuing debt securities and/or borrowing under a conduit facility to fund such purchases and (iii) entering into derivatives to hedge interest rate exposure. The bankruptcy- remote SPEs are legally separate from the Company. The receivables held by the bankruptcy-remote SPEs are not available to creditors of the Company and legally are not assets of the Company. Additionally, the non-recourse debt that is securitized through the SPEs is legally not a liability of the Company and thus, the creditors have no recourse to the Company for principal and interest.

The assets and liabilities of these vacation ownership SPEs are as follows:

	<b>March 31, 2017</b>	<b>December 31, 2016</b>
Securitized contract receivables, gross <sup>(a)</sup>	\$ 2,449	\$ 2,489
Securitized restricted cash <sup>(b)</sup>	113	90
Interest receivables on securitized contract receivables <sup>(c)</sup>	20	21
Other assets <sup>(d)</sup>	3	4
<b>Total SPE assets</b>	<b>2,585</b>	<b>2,604</b>
Securitized term notes <sup>(e) (f)</sup>	1,902	1,857
Securitized conduit facilities <sup>(e)</sup>	236	284
Other liabilities <sup>(g)</sup>	2	2
<b>Total SPE liabilities</b>	<b>2,140</b>	<b>2,143</b>
SPE assets in excess of SPE liabilities	\$ 445	\$ 461

<sup>(a)</sup> Included in current (\$229 million and \$235 million as of March 31, 2017 and December 31, 2016, respectively) and non-current (\$2,220 million and \$2,254 million as of March 31, 2017 and December 31, 2016, respectively) vacation ownership contract receivables on the Condensed Consolidated Balance Sheets.

<sup>(b)</sup> Included in other current assets (\$94 million and \$75 million as of March 31, 2017 and December 31, 2016, respectively) and other non-current assets (\$19 million and \$15 million as of March 31, 2017 and December 31, 2016, respectively) on the Condensed Consolidated Balance Sheets.

<sup>(c)</sup> Included in trade receivables, net on the Condensed Consolidated Balance Sheets.

<sup>(d)</sup> Primarily includes deferred financing costs for the bank conduit facility and a security investment asset, which are included in other non-current assets on the Condensed Consolidated Balance Sheets.

<sup>(e)</sup> Included in current (\$191 million and \$195 million as of March 31, 2017 and December 31, 2016, respectively) and long-term (\$1,947 million and \$1,946 million as of March 31, 2017 and December 31, 2016, respectively) securitized vacation ownership debt on the Condensed Consolidated Balance Sheets.

<sup>(f)</sup> Includes deferred financing costs of \$25 million and \$24 million as of March 31, 2017 and December 31, 2016, respectively related to securitized debt.

<sup>(g)</sup> Primarily includes accrued interest on securitized debt, which is included in accrued expenses and other current liabilities on the Condensed Consolidated Balance Sheets.

In addition, the Company has vacation ownership contract receivables that have not been securitized through bankruptcy-remote SPEs. Such gross receivables were \$928 million and \$909 million as of March 31, 2017 and December 31, 2016, respectively.

A summary of total vacation ownership receivables and other securitized assets, net of securitized liabilities and the allowance for loan losses, is as follows:

	<b>March 31, 2017</b>	<b>December 31, 2016</b>
SPE assets in excess of SPE liabilities	\$ 445	\$ 461
Non-securitized contract receivables	928	909
Less: Allowance for loan losses	619	621
Total, net	<u>\$ 754</u>	<u>\$ 749</u>

In addition to restricted cash related to securitizations, the Company had \$94 million and \$59 million of restricted cash related to escrow deposits as of March 31, 2017 and December 31, 2016, respectively, which are recorded within other current assets on the Condensed Consolidated Balance Sheets.

**Midtown 45, NYC Property**

During 2013, the Company entered into an agreement with a third-party partner whereby the partner acquired the Midtown 45 property in New York City through an SPE. The Company is managing and operating the property for rental purposes while the Company converts it into VOI inventory. The SPE financed the acquisition and planned renovations with a four-year mortgage note and mandatorily redeemable equity provided by related parties of such partner. At the time of the agreement, the Company committed to purchase such VOI inventory from the SPE over a four-year period. Such proceeds from the purchase were used by the SPE to repay the four-year mortgage note and the mandatorily redeemable equity. The Company is considered to be the primary beneficiary of the SPE and therefore, the Company consolidated the SPE within its financial statements. During the first quarter of 2017, the Company made its final purchase of VOI inventory from the SPE.

**Clearwater, FL Property**

During 2015, the Company entered into an agreement with a third-party partner whereby the partner would develop and construct VOI inventory through an SPE. During the first quarter of 2017, the third-party partner met certain conditions of the agreement, which resulted in the Company committing to purchase \$51 million of VOI inventory from the SPE over a two-year period. Such proceeds from the purchase will be used by the SPE to repay the mortgage notes. The Company is considered to be the primary beneficiary for specified assets and liabilities of the SPE and, therefore, the Company consolidated (non-cash) \$51 million of both property and equipment and long-term debt on its Condensed Consolidated Balance Sheet.

The assets and liabilities of the Midtown 45, NYC Property and Clearwater, FL Property SPEs are as follows:

	<b>March 31, 2017</b>	<b>December 31, 2016</b>
Receivable for leased property and equipment <sup>(a)</sup>	\$ —	\$ 16
Property and equipment, net	44	—
Total SPE assets	<u>44</u>	<u>16</u>
Long-term debt <sup>(b)</sup>	44	17
Total SPE liabilities	<u>44</u>	<u>17</u>
SPE deficit	<u>\$ —</u>	<u>\$ (1)</u>

<sup>(a)</sup> Represents a receivable for assets leased to the Company which are reported within property and equipment, net on the Company's Condensed Consolidated Balance Sheet.

<sup>(b)</sup> As of March 31, 2017, included \$44 million relating to a two-year mortgage note, of which \$25 million was included in current portion of long-term debt on the Condensed Consolidated Balance Sheet. As of December 31, 2016, included \$15 million relating to a four-year mortgage note due in 2017 and \$2 million of mandatorily redeemable equity, both of which are included in current portion of long-term debt on the Condensed Consolidated Balance Sheet.

During the three months ended March 31, 2017 and 2016, the SPE conveyed \$22 million and \$15 million, respectively of property and equipment to the Company.

**8. Fair Value**

The Company measures its financial assets and liabilities at fair value on a recurring basis and utilizes the fair value hierarchy to determine such fair values. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value driver is observable.

Level 3: Unobservable inputs used when little or no market data is available. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement falls has been determined based on the lowest level input (closest to Level 3) that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

As of March 31, 2017, the Company had foreign exchange contracts resulting in \$1 million of assets which are included within other current assets and \$2 million of liabilities which are included within accrued expenses and other current liabilities on the Condensed Consolidated Balance Sheet. As of December 31, 2016, the Company had foreign exchange contracts resulting in \$1 million of assets which are included within other current assets and \$1 million of liabilities which are included within accrued expenses and other current liabilities on the Condensed Consolidated Balance Sheet. On a recurring basis, such assets and liabilities are remeasured at estimated fair value (all of which are Level 2) and thus are equal to the carrying value.

The Company's derivative instruments primarily consist of pay-fixed/receive-variable interest rate swaps, pay-variable/receive-fixed interest rate swaps, interest rate caps, foreign exchange forward contracts and foreign exchange average rate forward contracts. For assets and liabilities that are measured using quoted prices in active markets, the fair value is the published market price per unit multiplied by the number of units held without consideration of transaction costs. Assets and liabilities that are measured using other significant observable inputs are valued by reference to similar assets and liabilities. For these items, a significant portion of fair value is derived by reference to quoted prices of similar assets and liabilities in active markets. For assets and liabilities that are measured using significant unobservable inputs, fair value is primarily derived using a fair value model, such as a discounted cash flow model.

The fair value of financial instruments is generally determined by reference to market values resulting from trading on a national securities exchange or in an over-the-counter market. In cases where quoted market prices are not available, fair value is based on estimates using present value or other valuation techniques, as appropriate. The carrying amounts of cash and cash equivalents, restricted cash, trade receivables, accounts payable and accrued expenses and other current liabilities approximate fair value due to the short-term maturities of these assets and liabilities. The carrying amounts and estimated fair values of all other financial instruments are as follows:

	March 31, 2017		December 31, 2016	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Assets</b>				
Vacation ownership contract receivables, net	\$ 2,758	\$ 3,331	\$ 2,777	\$ 3,344
<b>Debt</b>				
Total debt	5,713	5,810	5,512	5,579

The Company estimates the fair value of its vacation ownership contract receivables using a discounted cash flow model which it believes is comparable to the model that an independent third-party would use in the current market. The model uses Level 3 inputs consisting of default rates, prepayment rates, coupon rates and loan terms for the contract receivables portfolio as key drivers of risk and relative value that, when applied in combination with pricing parameters, determines the fair value of the underlying contract receivables.

The Company estimates the fair value of its securitized vacation ownership debt by obtaining Level 2 inputs comprised of indicative bids from investment banks that actively issue and facilitate the secondary market for timeshare securities. The Company estimates the fair value of its other long-term debt, excluding capital leases, using Level 2 inputs based on indicative bids from investment banks and determines the fair value of its senior notes using quoted market prices (such senior notes are not actively traded).

## **9. Derivative Instruments and Hedging Activities**

### ***Foreign Currency Risk***

The Company has foreign currency rate exposure to exchange rate fluctuations worldwide with particular exposure to the British pound, Euro and the Canadian and Australian dollars. The Company uses freestanding foreign currency forward contracts to manage a portion of its exposure to changes in foreign currency exchange rates associated with its foreign currency denominated receivables, payables, forecasted earnings of foreign subsidiaries and intercompany borrowings that are denominated in currencies other than the Company's underlying functional currency. During the first quarter of 2017, the Company undertook an internal restructuring to realign the capital structure of certain subsidiaries to minimize the exposure to changes in foreign currency exchange on certain intercompany borrowings.

Additionally, the Company uses foreign currency forward contracts designated as cash flow hedges to manage a portion of its exposure to changes in forecasted foreign currency denominated vendor payments. Gains and losses relating to freestanding foreign currency contracts are included in operating expenses on the Company's Condensed Consolidated Statements of Income and are substantially offset by the earnings effect from the underlying items that were economically hedged. The freestanding foreign currency contracts resulted in \$2 million of gains during the three months ended March 31, 2017 and \$4 million of losses during the three months ended March 31, 2016. The amount of gains or losses relating to contracts designated as cash flow hedges that the Company expects to reclassify from accumulated other comprehensive income ("AOCI") to earnings over the next 12 months is not material.

### ***Interest Rate Risk***

A portion of the debt used to finance the Company's operations is exposed to interest rate fluctuations. The Company uses various hedging strategies and derivative financial instruments to create a desired mix of fixed and floating rate assets and liabilities. Derivative instruments currently used in these hedging strategies include swaps and interest rate caps. The derivatives used to manage the risk associated with the Company's floating rate debt include freestanding derivatives and derivatives designated as cash flow hedges. The Company also uses swaps to convert specific fixed-rate debt into variable-rate debt (i.e., fair value hedges) to manage the overall interest cost. For relationships designated as fair value hedges, changes in the fair value of the derivatives are recorded in income with offsetting adjustments to the carrying amount of the hedged debt. The amount of gains or losses that the Company expects to reclassify from AOCI to earnings during the next 12 months is not material.

Gains or losses recognized in AOCI for the three months ended March 31, 2017 and 2016 were not material.

## **10. Income Taxes**

The Company files income tax returns in the U.S. federal and state jurisdictions, as well as in foreign jurisdictions. The Company is no longer subject to U.S. federal income tax examinations for years prior to 2013. In addition, with few exceptions, the Company is no longer subject to state and local, or foreign income tax examinations for years prior to 2009.

The Company's effective tax rate decreased from 41.1% during the three months ended March 31, 2016 to 18.0% during the three months ended March 31, 2017 primarily due to (i) a tax benefit on foreign currency losses recognized from an internal restructuring undertaken to realign the organizational and capital structure of certain foreign operations, (ii) a tax benefit associated with the recently adopted stock-based compensation pronouncement during 2017 and (iii) the absence of the Venezuelan foreign exchange devaluation loss during 2016 for which the Company was unable to recognize a tax benefit.

The Company made cash income tax payments, net of refunds, of \$77 million and \$16 million during the three months ended March 31, 2017 and 2016, respectively.

## 11. Commitments and Contingencies

The Company is involved in claims, legal and regulatory proceedings and governmental inquiries related to the Company's business.

### *Wyndham Worldwide Corporation Litigation*

The Company is involved in claims, legal and regulatory proceedings and governmental inquiries arising in the ordinary course of its business including but not limited to: for its hotel group business-breach of contract, fraud and bad faith claims between franchisors and franchisees in connection with franchise agreements and with owners in connection with management contracts, negligence, breach of contract, fraud, employment, consumer protection and other statutory claims asserted in connection with alleged acts or occurrences at owned, franchised or managed properties or in relation to guest reservations and bookings; for its destination network business-breach of contract, fraud and bad faith claims by affiliates and customers in connection with their respective agreements, negligence, breach of contract, fraud, consumer protection and other statutory claims asserted by members and guests for alleged injuries sustained at or acts or occurrences related to affiliated resorts and vacation rental properties and consumer protection and other statutory claims asserted by consumers; for its vacation ownership business-breach of contract, bad faith, conflict of interest, fraud, consumer protection and other statutory claims by property owners' associations, owners and prospective owners in connection with the sale or use of VOIs or land, or the management of vacation ownership resorts, construction defect claims relating to vacation ownership units or resorts, and negligence, breach of contract, fraud, consumer protection and other statutory claims by guests for alleged injuries sustained at or acts or occurrences related to vacation ownership units or resorts; and for each of its businesses, bankruptcy proceedings involving efforts to collect receivables from a debtor in bankruptcy, employment matters which may include claims of wrongful termination, retaliation, discrimination, harassment and wage and hour claims, claims of infringement upon third parties' intellectual property rights, claims relating to information security, privacy and consumer protection, fiduciary duty/trust claims, tax claims, environmental claims and landlord/tenant disputes.

The Company records an accrual for legal contingencies when it determines, after consultation with outside counsel, that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. In making such determinations, the Company evaluates, among other things, the degree of probability of an unfavorable outcome and, when it is probable that a liability has been incurred, the Company's ability to make a reasonable estimate of loss. The Company reviews these accruals each reporting period and makes revisions based on changes in facts and circumstances including changes to its strategy in dealing with these matters.

The Company believes that it has adequately accrued for such matters with reserves of \$38 million and \$40 million as of March 31, 2017 and December 31, 2016, respectively. Such reserves are exclusive of matters relating to the Company's separation from Cendant ("Separation"). For matters not requiring accrual, the Company believes that such matters will not have a material effect on its results of operations, financial position or cash flows based on information currently available. However, litigation is inherently unpredictable and, although the Company believes that its accruals are adequate and/or that it has valid defenses in these matters, unfavorable results could occur. As such, an adverse outcome from such proceedings for which claims are awarded in excess of the amounts accrued, if any, could be material to the Company with respect to earnings and/or cash flows in any given reporting period. The Company had receivables of \$14 million as of March 31, 2017 for certain matters which are covered by insurance and were included in other current assets on its Condensed Consolidated Balance Sheet. As of March 31, 2017, the potential exposure resulting from adverse outcomes of such legal proceedings could, in the aggregate, range up to \$45 million in excess of recorded accruals. However, the Company does not believe that the impact of such litigation should result in a material liability to the Company in relation to its consolidated financial position or liquidity.

### *Other Guarantees/Indemnifications*

#### *Hotel Group*

From time to time, the Company may enter into a hotel management agreement that provides the hotel owner with a guarantee of a certain level of profitability based upon various metrics. Under such an agreement, the Company would be required to compensate such hotel owner for any profitability shortfall over the term of the guarantee and/or the life of the management agreement up to a specified aggregate amount. For certain agreements, the Company may be able to recapture all or a portion of the shortfall payments in the event that future operating results exceed targets. The original terms of the Company's existing guarantees range from 8 to 10 years.

The Company has three guarantees as of March 31, 2017, for which the maximum potential amount of future payments that the Company may be required to fund was \$115 million with a combined annual cap of \$27 million. These guarantees have a remaining life of approximately 6 to 8 years with a weighted average life of approximately 6 years. One of these guarantees has a recapture provision and, as such, the Company had receivables of \$5 million and \$4 million as of March 31, 2017 and December 31, 2016, respectively. Such receivables were included within other non-current assets on its Condensed Consolidated Balance Sheets. Such receivables were the result of payments made to date that are subject to recapture and which the Company believes will be recoverable from future operating performance.

As of March 31, 2017, the Company has an additional guarantee with a recapture provision under which the Company may be required to fund a maximum of \$36 million. Such guarantee terminates in July 2020. The related hotel management agreement, which terminates in July 2038, also provides that the Company may have to fund future operating profitability shortfalls in excess of the maximum guarantee through the term of the management agreement. In the event the Company chooses not to fund any future operating profitability shortfalls, the hotel owner may terminate the hotel management agreement without penalty and the Company would be required to pay liquidated damages. The Company had a \$37 million receivable related to this guarantee as of March 31, 2017, of which \$5 million was included in other current assets and \$32 million was included in other non-current assets on its Condensed Consolidated Balance Sheet. As of December 31, 2016, the Company had a \$32 million receivable related to this guarantee which was included in other non-current assets on its Condensed Consolidated Balance Sheet. Such receivables were the result of payments made to date that are subject to recapture and which the Company believes will be recoverable from future operating performance.

In connection with such performance guarantees, as of March 31, 2017, the Company maintained a liability of \$19 million, of which \$17 million was included in other non-current liabilities and \$2 million was included in accrued expenses and other current liabilities on its Condensed Consolidated Balance Sheet. As of March 31, 2017, the Company also had a corresponding \$31 million asset related to these guarantees, of which \$27 million was included in other non-current assets and \$4 million was included in other current assets on its Condensed Consolidated Balance Sheet. As of December 31, 2016, the Company maintained a liability of \$24 million, of which \$17 million was included in other non-current liabilities and \$7 million was included in accrued expenses and other current liabilities on its Condensed Consolidated Balance Sheet. As of December 31, 2016, the Company also had a corresponding \$32 million asset related to the guarantees, of which \$28 million was included in other non-current assets and \$4 million was included in other current assets on its Condensed Consolidated Balance Sheet. Such assets are being amortized on a straight-line basis over the life of the agreements. The amortization expense for the performance guarantees noted above was \$1 million for both the three months ended March 31, 2017 and 2016, respectively.

#### ***Vacation Ownership***

The Company has guaranteed to repurchase completed properties located in Las Vegas, Nevada and St. Thomas from third-party developers subject to such properties meeting the Company's vacation ownership resort standards and provided that the third-party developers have not sold such properties to another party (see Note 5 - Inventory).

#### ***Cendant Litigation***

Under the Separation agreement, the Company agreed to be responsible for 37.5% of certain of Cendant's contingent and other corporate liabilities and associated costs, including certain contingent litigation. Since the Separation, Cendant settled the majority of the lawsuits pending on the date of the Separation. See Note 16 - Separation Adjustments and Transactions with Former Parent and Subsidiaries regarding contingent litigation liabilities resulting from the Separation.



**12. Accumulated Other Comprehensive (Loss)/Income**

The components of AOCI are as follows:

	Foreign Currency Translation Adjustments	Unrealized (Losses)/Gains on Cash Flow Hedges	Defined Benefit Pension Plans	AOCI
<b>Pretax</b>				
Balance, December 31, 2016	\$ (225)	\$ —	\$ (7)	\$ (232)
Period change	32	—	—	32
Balance, March 31, 2017	<u>\$ (193)</u>	<u>\$ —</u>	<u>\$ (7)</u>	<u>\$ (200)</u>

<b>Tax</b>				
Balance, December 31, 2016	\$ 116	\$ 1	\$ 2	\$ 119
Period change	(3)	—	—	(3)
Balance, March 31, 2017	<u>\$ 113</u>	<u>\$ 1</u>	<u>\$ 2</u>	<u>\$ 116</u>

<b>Net of Tax</b>				
Balance, December 31, 2016	\$ (109)	\$ 1	\$ (5)	\$ (113)
Period change	29	—	—	29
Balance, March 31, 2017	<u>\$ (80)</u>	<u>\$ 1</u>	<u>\$ (5)</u>	<u>\$ (84)</u>

	Foreign Currency Translation Adjustments	Unrealized (Losses)/Gains on Cash Flow Hedges	Defined Benefit Pension Plans	AOCI
<b>Pretax</b>				
Balance, December 31, 2015	\$ (139)	\$ —	\$ (9)	\$ (148)
Period change	30	1	(1)	30
Balance, March 31, 2016	<u>\$ (109)</u>	<u>\$ 1</u>	<u>\$ (10)</u>	<u>\$ (118)</u>

<b>Tax</b>				
Balance, December 31, 2015	\$ 70	\$ 1	\$ 3	\$ 74
Period change	6	—	—	6
Balance, March 31, 2016	<u>\$ 76</u>	<u>\$ 1</u>	<u>\$ 3</u>	<u>\$ 80</u>

<b>Net of Tax</b>				
Balance, December 31, 2015	\$ (69)	\$ 1	\$ (6)	\$ (74)
Period change	36	1	(1)	36
Balance, March 31, 2016	<u>\$ (33)</u>	<u>\$ 2</u>	<u>\$ (7)</u>	<u>\$ (38)</u>

Currency translation adjustments exclude income taxes related to investments in foreign subsidiaries where the Company intends to reinvest the undistributed earnings indefinitely in those foreign operations.

**13. Stock-Based Compensation**

The Company has a stock-based compensation plan available to grant RSUs, PSUs, SSARs and other stock-based awards to key employees, non-employee directors, advisors and consultants. Under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan, as amended, a maximum of 36.7 million shares of common stock may be awarded. As of March 31, 2017, 15.4 million shares remained available.

***Incentive Equity Awards Granted by the Company***

The activity related to incentive equity awards granted by the Company for the three months ended March 31, 2017 consisted of the following:

	RSUs		PSUs		SSARs	
	Number of RSUs	Weighted Average Grant Price	Number of PSUs	Weighted Average Grant Price	Number of SSARs	Weighted Average Exercise Price
Balance as of December 31, 2016	1.7	\$ 75.81	0.6	\$ 77.84	0.5	\$ 68.78
Granted <sup>(a)</sup>	0.7	83.24	0.3	83.24	—	—
Vested / exercised	(0.7)	73.61	(0.2)	72.97	—	—
Canceled	(0.1)	77.78	—	—	—	—
Balance as of March 31, 2017	1.6 <sup>(b) (c)</sup>	79.60	0.7 <sup>(d)</sup>	81.41	0.5 <sup>(e) (f)</sup>	68.78

<sup>(a)</sup> Represents awards granted by the Company on February 28, 2017.

<sup>(b)</sup> Aggregate unrecognized compensation expense related to RSUs was \$126 million as of March 31, 2017, which is expected to be recognized over a weighted average period of 3.0 years.

<sup>(c)</sup> Approximately 1.6 million RSUs outstanding as of March 31, 2017 are expected to vest over time.

<sup>(d)</sup> Maximum aggregate unrecognized compensation expense was \$42 million as of March 31, 2017, which is expected to be recognized over a weighted average period of 2.3 years.

<sup>(e)</sup> Aggregate unrecognized compensation expense related to SSARs was \$3 million as of March 31, 2017, which is expected to be recognized over a weighted average period of 2.3 years.

<sup>(f)</sup> Approximately 0.3 million SSARs are exercisable as of March 31, 2017. The Company assumes that all unvested SSARs are expected to vest over time. SSARs outstanding as of March 31, 2017 had an intrinsic value of \$9 million and have a weighted average remaining contractual life of 3.1 years.

On February 28, 2017, the Company granted incentive equity awards totaling \$54 million to key employees and senior officers in the form of RSUs. These awards will vest ratably over a period of four years. In addition, on February 28, 2017, the Company approved a grant of incentive equity awards totaling \$21 million to key employees and senior officers in the form of PSUs. These awards cliff vest on the third anniversary of the grant date, contingent upon the Company achieving certain performance metrics.

***Stock-Based Compensation Expense***

The Company adopted the stock compensation guidance on January 1, 2017, as required. The Company elected to use the prospective transition method and as such, the excess tax benefits from stock-based compensation was presented as part of operating activities within its current period Condensed Consolidated Statement of Cash Flows. In addition, the Company included a net benefit of \$4 million within provision for income taxes on the current period Condensed Consolidated Statement of Income.

The Company recorded stock-based compensation expense of \$15 million and \$14 million during the three months ended March 31, 2017, and 2016, respectively related to incentive equity awards granted to key employees and senior officers.

The Company paid \$30 million of taxes for the net share settlement of incentive equity awards during both the three months ended March 31, 2017 and 2016. Such amounts are included within financing activities on the Condensed Consolidated Statements of Cash Flows.

**14. Segment Information**

The reportable segments presented below represent the Company's operating segments for which separate financial information is available and which is utilized on a regular basis by its chief operating decision maker to assess performance and to allocate resources. In identifying its reportable segments, the Company also considers the nature of services provided by its operating segments. Management evaluates the operating results of each of its reportable segments based upon net revenues and "EBITDA", which is defined as net income before depreciation and amortization, interest expense (excluding consumer financing interest), early extinguishment of debt, interest income (excluding consumer financing revenues) and income taxes, each of which is presented on the Condensed Consolidated Statements of Income. The Company believes that EBITDA is a useful measure of performance for its industry segments which, when considered with GAAP measures, the Company believes gives a more complete understanding of its operating performance. The Company's presentation of EBITDA may not be comparable to similarly-titled measures used by other companies.

	<b>Three Months Ended March 31,</b>			
	<b>2017</b>		<b>2016</b>	
	<b>Net Revenues</b>	<b>EBITDA</b>	<b>Net Revenues</b>	<b>EBITDA</b>
Hotel Group	\$ 298 <sup>(b)</sup>	\$ 85	\$ 295 <sup>(d)</sup>	\$ 84
Destination Network	391 <sup>(c)</sup>	102	385 <sup>(c)</sup>	81
Vacation Ownership	648	118	641	136
Total Reportable Segments	1,337	305	1,321	301
Corporate and Other <sup>(a)</sup>	(18)	(39)	(18)	(34)
Total Company	<u>\$ 1,319</u>	<u>\$ 266</u>	<u>\$ 1,303</u>	<u>\$ 267</u>

**Reconciliation of net income to EBITDA**

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
Net income	\$ 141	\$ 96
Provision for income taxes	31	67
Depreciation and amortization	63	62
Interest expense	33	33
Early extinguishment of debt	—	11
Interest income	(2)	(2)
EBITDA	<u>\$ 266</u>	<u>\$ 267</u>

(a) Includes the elimination of transactions between segments.

(b) Includes \$16 million of intersegment revenues comprised of (i) \$13 million of licensing fees for use of the Wyndham trade name and (ii) \$3 million of other fees primarily associated with the Wyndham Rewards program. Such revenues are offset in expenses at the Company's Vacation Ownership segment.

(c) Includes \$2 million of intersegment revenues comprised of call center operations and support services provided to the Company's Hotel Group segment.

(d) Includes \$16 million of intersegment revenues comprised of (i) \$13 million of licensing fees for use of the Wyndham trade name, (ii) \$2 million of other fees primarily associated with the Wyndham Rewards program and (iii) \$1 million of room revenues at a Company owned hotel. Such revenues are offset in expenses at the Company's Vacation Ownership segment.

**15. Restructuring, Impairments and Other Charges**

**2017 Restructuring Plans**

During the first quarter of 2017, the Company recorded \$7 million of restructuring charges, all of which were personnel-related and consisted of (i) \$6 million at its corporate operations which focused on rationalizing its sourcing function and outsourcing certain information technology functions and (ii) \$1 million at its Hotel Group segment which primarily focused on realigning its brand operations. The remaining liability of \$7 million as of March 31, 2017 is expected to be paid by the end of 2017.

**2016 Restructuring Plans**

During 2016, the Company recorded \$15 million of charges related to restructuring initiatives, primarily focused on enhancing organizational efficiency and rationalizing existing facilities which included the closure of four vacation ownership sales offices. In connection with these initiatives, the Company initially recorded \$12 million of personnel-related costs, a \$2 million non-cash charge and \$2 million of facility-related expenses. It subsequently reversed \$1 million of previously recorded personnel-related costs and reduced its liability with \$5 million of cash payments. During the three months ended March 31, 2017, the Company reduced its liability with \$4 million of cash payments. The remaining liability of \$4 million as of March 31, 2017 is expected to be paid primarily by the end of 2017.

The Company has additional restructuring plans which were implemented prior to 2016. The remaining liability of \$1 million as of March 31, 2017, all of which is related to leased facilities, is expected to be paid by 2020.

The activity associated with all of the Company's restructuring plans is summarized by category as follows:

	Liability as of December 31, 2016	Costs Recognized	Cash Payments	Liability as of March 31, 2017
Personnel-related	\$ 6	\$ 7 (*)	\$ (4)	\$ 9
Facility-related	3	—	—	3
	<u>\$ 9</u>	<u>\$ 7</u>	<u>\$ (4)</u>	<u>\$ 12</u>

(\*) Represents severance costs resulting from a reduction of 66 employees.

**Impairments**

During the first quarter of 2017, the Company incurred a \$5 million non-cash impairment charge related to the write-down of assets resulting from the decision to abandon a new product initiative at the Company's vacation ownership business. Such charge is recorded within asset impairments on the Condensed Consolidated Statement of Income.

**Other Charges**

During the first quarter of 2016, the Company incurred a \$24 million foreign exchange loss, primarily impacting cash, resulting from the Venezuelan government's decision to devalue the exchange rate of its currency. Such loss is recorded within operating expenses on the Condensed Consolidated Statement of Income.

**16. Separation Adjustments and Transactions with Former Parent and Subsidiaries**

*Transfer of Cendant Corporate Liabilities and Issuance of Guarantees to Cendant and Affiliates*

Pursuant to the Separation and Distribution Agreement, upon the distribution of the Company's common stock to Cendant shareholders, the Company entered into certain guarantee commitments with Cendant (pursuant to the assumption of certain liabilities and the obligation to indemnify Cendant, Realogy and Travelport for such liabilities) and guarantee commitments related to deferred compensation arrangements with each of Cendant and Realogy. These guarantee arrangements primarily relate to certain contingent litigation liabilities, contingent tax liabilities, and Cendant contingent and other corporate liabilities, of which the Company assumed and is responsible for 37.5% while Realogy is responsible for the remaining 62.5%. The remaining amount of liabilities which were assumed by the Company in connection with the Separation was \$23 million as of both March 31, 2017 and December 31, 2016. These amounts were comprised of certain Cendant corporate liabilities which were recorded on the books of Cendant as well as additional liabilities which were established for guarantees issued at the date of Separation, related to unresolved contingent matters and others that could arise during the guarantee period. Regarding the guarantees, if any of the companies responsible for all or a portion of such liabilities were to default in its payment of costs or expenses related to any such liability, the Company would be responsible for a portion of the defaulting party or parties' obligation(s). The Company also provided a default guarantee related to certain deferred compensation arrangements related to certain current and former senior officers and directors of Cendant, Realogy and Travelport. These arrangements were valued upon the Separation in accordance with the guidance for guarantees and recorded as liabilities on the Condensed Consolidated Balance Sheets. To the extent such recorded liabilities are not adequate to cover the ultimate payment amounts, such excess will be reflected as an expense to the results of operations in future periods.

As a result of the sale of Realogy on April 10, 2007, Realogy was required to post a letter of credit in an amount acceptable to the Company and Avis Budget Group (formerly known as Cendant) to satisfy its obligations for the Cendant legacy contingent liabilities. As of March 31, 2017, the letter of credit was \$53 million.

As of March 31, 2017, the Separation related liabilities of \$23 million is comprised of \$20 million for tax liabilities, \$1 million for other contingent and corporate liabilities and \$2 million of liabilities where the calculated guarantee amount exceeded the contingent liability assumed at the Separation Date. In connection with these liabilities, as of March 31, 2017, \$10 million was recorded within accrued expenses and other current liabilities and \$13 million was recorded within other non-current liabilities on the Condensed Consolidated Balance Sheet. As of December 31, 2016, the Company had \$23 million of Separation related liabilities of which \$10 million was recorded within accrued expenses and other current liabilities and \$13 million was recorded within other non-current liabilities on the Condensed Consolidated Balance Sheet. The Company will indemnify Cendant for these contingent liabilities and therefore any payments made to the third-party would be through the former Parent. The actual timing of payments relating to these liabilities is dependent on a variety of factors beyond the Company's control. In addition, the Company had \$1 million of receivables due from former Parent and subsidiaries primarily relating to income taxes, as of both March 31, 2017 and December 31, 2016, which were included within other current assets on the Condensed Consolidated Balance Sheets.

## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

### FORWARD-LOOKING STATEMENTS

This report includes “forward-looking” statements, as that term is defined by the Securities and Exchange Commission (“SEC”) in its rules, regulations and releases. Forward-looking statements are any statements other than statements of historical fact, including statements regarding our expectations, beliefs, hopes, intentions or strategies regarding the future. In some cases, forward-looking statements can be identified by the use of words such as “may,” “expects,” “should,” “believes,” “plans,” “anticipates,” “estimates,” “predicts,” “potential,” “continue,” or other words of similar meaning. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those discussed in, or implied by, the forward-looking statements. Factors that might cause such a difference include, but are not limited to, general economic conditions, our financial and business prospects, our capital requirements, our financing prospects, our relationships with associates, and those disclosed as risks under “Risk Factors” in Part II, Item 1A of this report. We caution readers that any such statements are based on currently available operational, financial and competitive information, and they should not place undue reliance on these forward-looking statements, which reflect management’s opinion only as of the date on which they were made. Except as required by law, we disclaim any obligation to review or update these forward-looking statements to reflect events or circumstances as they occur.

### BUSINESS AND OVERVIEW

We are a global provider of hospitality services and products and operate our business in the following three segments:

- **Hotel Group**—primarily franchises hotels in the upscale, upper midscale, midscale, economy and extended stay segments and provides hotel management services for full-service and select limited-service hotels.
- **Destination Network**—provides vacation exchange services and products to owners of intervals of vacation ownership interests (“VOIs”) and manages and markets vacation rental properties primarily on behalf of independent owners.
- **Vacation Ownership**—develops, markets and sells VOIs to individual consumers, provides consumer financing in connection with the sale of VOIs and provides property management services at resorts.

### RESULTS OF OPERATIONS

Discussed below are our key operating statistics, consolidated results of operations and the results of operations for each of our reportable segments. The reportable segments presented below represent our operating segments for which discrete financial information is available and which is utilized on a regular basis by our chief operating decision maker to assess performance and to allocate resources. In identifying our reportable segments, we also consider the nature of services provided by our operating segments. Management evaluates the operating results of each of our reportable segments and corporate and other based upon net revenues and “EBITDA”, which is defined as net income before depreciation and amortization, interest expense (excluding consumer financing interest), early extinguishment of debt, interest income (excluding consumer financing revenues) and income taxes, each of which is presented on the Condensed Consolidated Statements of Income. We believe that EBITDA is a useful measure of performance for our industry segments and, when considered with GAAP measures, gives a more complete understanding of our operating performance. Our presentation of EBITDA may not be comparable to similarly-titled measures used by other companies.

**OPERATING STATISTICS**

The table below presents our operating statistics for the three months ended March 31, 2017 and 2016. These operating statistics are the drivers of our revenues and therefore provide an enhanced understanding of our businesses. Refer to the Results of Operations section for a discussion as to how these operating statistics affected our business for the periods presented.

	Three Months Ended March 31,		
	2017	2016	% Change
<b>Hotel Group<sup>(a)</sup></b>			
Number of rooms <sup>(b)</sup>	699,800	679,100	3.0
RevPAR <sup>(c)</sup>	\$ 31.73	\$ 31.59	0.4
<b>Destination Network</b>			
Average number of members (in 000s) <sup>(d)</sup>	3,817	3,841	(0.6)
Exchange revenue per member <sup>(e)</sup>	\$ 192.01	\$ 189.78	1.2
Vacation rental transactions (in 000s) <sup>(a) (f)</sup>	538	500	7.6
Average net price per vacation rental <sup>(a) (g)</sup>	\$ 343.07	\$ 366.08	(6.3)
<b>Vacation Ownership</b>			
Gross VOI sales (in 000s) <sup>(h) (i)</sup>	\$ 439,000	\$ 428,000	2.6
Tours (in 000s) <sup>(j)</sup>	176	179	(1.7)
Volume Per Guest ("VPG") <sup>(k)</sup>	\$ 2,354	\$ 2,244	4.9

(a) Includes the impact from acquisitions from the acquisition dates forward. Therefore, such operating statistics for 2017 are not presented on a comparable basis to the 2016 operating statistics.

(b) Represents the number of rooms at hotel group properties at the end of the period which are under franchise and/or management agreements, or are company owned.

(c) Represents revenue per available room and is calculated by multiplying the percentage of available rooms occupied during the period by the average rate charged for renting a hotel room for one day.

(d) Represents members in our vacation exchange programs who paid annual membership dues as of the end of the period or who are within the allowed grace period.

(e) Represents total annualized revenues generated from fees associated with memberships, exchange transactions, member-related rentals and other servicing for the period divided by the average number of vacation exchange members during the period.

(f) Represents the number of transactions that are generated during the period in connection with customers booking their vacation rental stays through us. One rental transaction is recorded for each standard one-week rental.

(g) Represents the net rental price generated from renting vacation properties to customers and other related rental servicing fees during the period divided by the number of vacation rental transactions during the period.

(h) Represents total sales of VOIs, including sales under the Wyndham Asset Affiliation Model ("WAAM") Fee-for-Service and loan loss provisions. We believe that Gross VOI sales provide an enhanced understanding of the performance of our vacation ownership business because it directly measures the sales volume of this business during a given reporting period.

(i) The following table provides a reconciliation of Gross VOI sales to vacation ownership interest sales for the three months ended March 31 (in millions):

	2017	2016
Gross VOI sales	\$ 439	\$ 428
Less: WAAM Fee-for-Service sales <sup>(*)</sup>	(3)	(23)
Gross VOI sales, net of WAAM Fee-for-Service sales	436	405
Less: Loan loss provision	(85)	(63)
Vacation ownership interest sales	\$ 351	\$ 342

(\*) Represents total sales of VOIs through our WAAM Fee-for-Service sales model designed to offer turn-key solutions for developers or banks in possession of newly developed inventory, which we will sell for a commission fee through our extensive sales and marketing channels. WAAM Fee-for-Service commission revenues were \$2 million and \$17 million for the three months ended March 31, 2017 and 2016, respectively.

(j) Represents the number of tours taken by guests in our efforts to sell VOIs.

- (k) VPG is calculated by dividing Gross VOI sales (excluding tele-sales upgrades, which are non-tour upgrade sales) by the number of tours. Tele-sales upgrades were \$25 million during both the three months ended March 31, 2017 and 2016. We have excluded tele-sales upgrades in the calculation of VPG because tele-sales upgrades are generated by a different marketing channel. We believe that VPG provides an enhanced understanding of the performance of our vacation ownership business because it directly measures the efficiency of this business's tour selling efforts during a given reporting period.

**THREE MONTHS ENDED MARCH 31, 2017 VS. THREE MONTHS ENDED MARCH 31, 2016**

Our consolidated results are as follows:

	Three Months Ended March 31,		
	2017	2016	Favorable/(Unfavorable)
Net revenues	\$ 1,319	\$ 1,303	\$ 16
Expenses	1,118	1,108	(10)
Operating income	201	195	6
Other (income)/expense, net	(2)	(10)	(8)
Interest expense	33	33	—
Early extinguishment of debt	—	11	11
Interest income	(2)	(2)	—
Income before income taxes	172	163	9
Provision for income taxes	31	67	36
Net income	<u>\$ 141</u>	<u>\$ 96</u>	<u>\$ 45</u>

Net revenues increased \$16 million (1.2%) for the three months ended March 31, 2017 compared with the same period last year. Foreign currency translation unfavorably impacted net revenues by \$7 million. Excluding foreign currency translation, the increase in net revenues was primarily the result of:

- \$14 million of incremental revenues resulting from acquisitions primarily at our destination network business;
- \$6 million of higher revenues at our vacation ownership business primarily resulting from an increase in property management fees, net VOI sales and consumer financing revenues, partially offset by a decrease in WAAM Fee-for-Service commission revenues; and
- \$3 million of higher revenues at our hotel group business primarily due to an increase in ancillary services.

Expenses increased \$10 million (0.9%) for the three months ended March 31, 2017 compared with the same period last year. Foreign currency favorably impacted expenses by \$6 million. Excluding foreign currency, the increase in expenses was primarily the result of:

- \$17 million of higher expenses primarily associated with revenue increases, higher maintenance fees on unsold inventory and an increase in legal settlement expenses;
- \$12 million of incremental expenses related to acquisitions primarily at our destination network business;
- \$7 million of higher restructuring costs primarily at our corporate operations; and
- a \$5 million non-cash impairment charge related to the write-down of assets resulting from the decision to abandon a new product initiative at our vacation ownership business.

Such increases in expenses were partially offset by the absence of a \$24 million foreign exchange loss related to the devaluation of the Venezuela exchange rate during the first quarter of 2016.

Other income, net decreased \$8 million for the three months ended March 31, 2017 compared with the same period last year primarily from the absence of proceeds received during the first quarter of 2016 related to settlements of business interruption claims principally at our vacation ownership business.

During 2016, we incurred \$11 million of expenses resulting from the early repurchase of the remaining portion of our 6.00% senior unsecured notes.

Our effective tax rate decreased from 41.1% for the three months ended March 31, 2016 to 18.0% during the three months ended March 31, 2017 primarily due to (i) a tax benefit on foreign currency losses recognized from an internal restructuring undertaken to realign the organizational and capital structure of certain foreign operations, (ii) a tax benefit associated with the



recently adopted stock-based compensation pronouncement during 2017 and (iii) the absence of the Venezuelan foreign exchange devaluation loss during 2016 for which we were unable to recognize a tax benefit.

As a result of these items, net income increased \$45 million (46.9%) as compared with first quarter of 2016.

Following is a discussion of the results of each of our segments and Corporate and Other for the three months ended March 31, 2017 compared to March 31, 2016:

	Net Revenues			EBITDA		
	2017	2016	% Change	2017	2016	% Change
Hotel Group	\$ 298	\$ 295	1.0	\$ 85 <sup>(b)</sup>	\$ 84	1.2
Destination Network	391	385	1.6	102	81 <sup>(c)</sup>	25.9
Vacation Ownership	648	641	1.1	118 <sup>(c)</sup>	136	(13.2)
Total Reportable Segments	1,337	1,321	1.2	305	301	1.3
Corporate and Other <sup>(a)</sup>	(18)	(18)	—	(39) <sup>(d)</sup>	(34) <sup>(d)</sup>	(14.7)
Total Company	\$ 1,319	\$ 1,303	1.2	\$ 266	\$ 267	(0.4)

**Reconciliation of Net income to EBITDA**

	2017	2016
Net income	\$ 141	\$ 96
Provision for income taxes	31	67
Depreciation and amortization	63	62
Interest expense	33	33
Early extinguishment of debt	—	11
Interest income	(2)	(2)
EBITDA	\$ 266	\$ 267

<sup>(a)</sup> Includes the elimination of transactions between segments.

<sup>(b)</sup> Includes \$1 million of restructuring costs primarily focused on realigning its brand operations.

<sup>(c)</sup> Includes a \$5 million non-cash impairment charge related to the write-down of assets resulting from the decision to abandon a new product initiative.

<sup>(d)</sup> Includes \$6 million of restructuring costs focused on rationalizing its sourcing function and outsourcing certain information technology functions. Excluding restructuring costs, corporate costs were \$33 million and \$34 million during the three months ended March 31, 2017 and 2016, respectively.

<sup>(e)</sup> Includes a \$24 million foreign currency loss related to the devaluation of the exchange rate of Venezuela.

***Hotel Group***

Net revenues and EBITDA increased \$3 million (1.0%) and \$1 million (1.2%), respectively, during the three months ended March 31, 2017 compared with the same period during 2016.

Our acquisition of Fen during 2016 contributed \$1 million of incremental revenues with no impact on EBITDA during the first quarter of 2017.

Excluding the impact of the Fen acquisition, royalty revenues increased \$2 million and marketing, reservation and Wyndham Rewards revenues were flat. The increase in royalties was the result of a 2.7% increase in global system size and a 0.2% increase in global RevPAR. The growth in global RevPAR was primarily due to a 2.0% increase in domestic RevPAR, partially offset by a 2.2% decline in international RevPAR. The growth in domestic RevPAR was primarily the result of a 1.5% increase in average daily rates. The decrease in international RevPAR was principally the result of unfavorable currency translation and country mix as a larger portion of our international room growth was in China, which has a lower RevPAR than other international regions.

Revenues and EBITDA from other franchise fees increased \$2 million and \$1 million respectively primarily due to higher franchise fees on property openings and transfers. Ancillary services contributed an additional \$3 million of both revenues and EBITDA, primarily due to growth in our co-branded credit card program.

Revenues and EBITDA from our owned hotels declined \$4 million and \$3 million, respectively, primarily due to lower RevPAR at our Rio Mar property, which we believe was the result of continued concerns over the Zika virus. Reimbursable revenues from managed properties declined \$1 million as a result of property terminations.

As of March 31, 2017, we had approximately 8,080 properties and approximately 699,800 rooms in our system. Additionally, our hotel development pipeline included 1,130 hotels and over 143,000 rooms, of which 59% were international and 68% were new construction.

#### ***Destination Network***

Net revenues and EBITDA increased \$6 million (1.6%) and \$21 million (25.9%), respectively, during the three months ended March 31, 2017 compared with the same period during 2016. Foreign currency translation unfavorably impacted net revenues by \$9 million and had no impact on EBITDA. EBITDA also reflected the absence of a \$24 million foreign exchange loss related to the devaluation of the exchange rate of Venezuela during the first quarter of 2016.

Our acquisitions of vacation rentals brands contributed \$13 million of incremental revenues (inclusive of \$4 million of ancillary revenues) and \$2 million of incremental EBITDA during the first quarter of 2017.

Net revenues generated from rental transactions and related services increased \$1 million. Excluding \$9 million of incremental vacation rental revenues from acquisitions and an unfavorable foreign currency translation impact of \$9 million, net revenues generated from rental transactions and related services increased \$1 million principally due to a 2.8% increase in rental transaction volume, partially offset by a 2.0% decrease in average net price per vacation rental. The increase in volume was driven by growth across our U.K.-based Hoseasons brand and our Denmark-based Novasol brand, partially offset by the impact from the shift of the Easter holiday into the second quarter of 2017. The decline in average net price per vacation rental was a result of (i) the mix impact from higher growth in our more moderate product offerings primarily related to our Hoseasons brand and (ii) the impact from the timing of Easter at our Netherlands-based Landal GreenParks brand.

Exchange and related service revenues increased \$1 million. Excluding a favorable foreign currency translation impact of \$1 million, exchange and related service revenues remained flat as a 0.8% increase in exchange revenue per member was offset by a 0.6% decline in the average number of members. The increase in exchange revenue per member resulted from increased pricing for exchange and other related fees in North America, partially offset by the impact of growth in club memberships in North America where there is a lower propensity to transact.

In addition, EBITDA was unfavorably impacted by:

- \$4 million of higher costs associated with transaction volume growth; and
- the absence of \$3 million of proceeds received during the first quarter of 2016 for business disruption claims received related to the Gulf of Mexico oil spill during 2010.

#### ***Vacation Ownership***

Net revenues increased \$7 million (1.1%) and EBITDA decreased \$18 million (13.2%), respectively, during the three months ended March 31, 2017 compared with the same period of 2016. Foreign currency translation favorably impacted net revenues by \$2 million and had no impact on EBITDA.

Net VOI revenues increased \$9 million compared to the same period last year. Excluding a favorable foreign currency translation impact of \$2 million, net VOI revenues increased \$7 million. Such increase was primarily due to a \$29 million increase in gross VOI sales, net of WAAM Fee-for-service sales which were partially offset by a \$22 million increase in our provision for loan losses. The increase in the provision for loan losses reflected organized activity by third-parties encouraging customers to default on their timeshare loans and higher financing activity on VOI sales.

Excluding a \$2 million favorable impact from foreign currency translation, Gross VOI sales increased \$9 million (2.1%) compared to the same period last year due to a 4.9% increase in VPG partially offset by a 1.7% decrease in tours. The increase in VPG is attributable to a higher average transaction size and stronger close rates. The decrease in tours is primarily due to the impact of sales offices closures in the latter part of 2016.

Commission revenues and EBITDA decreased \$15 million and \$2 million, respectively, compared to the prior year resulting from lower WAAM Fee-for-service VOI sales as we continue to shift our focus to utilizing our WAAM Just-in-Time inventory.

Consumer financing revenues and EBITDA increased \$4 million and \$3 million, respectively, compared to the same period last year. Such revenue increases were primarily due to a larger average contract receivables portfolio balance. EBITDA was also impacted by \$1 million of higher interest expense resulting from an increase in the weighted average interest rate on our securitized debt to 3.7% from 3.6% and a slightly higher average securitized debt balance. As a result, our net interest income margin decreased to 83.5% compared to 83.6% during 2016.

Property management revenues and EBITDA increased by \$11 million and \$4 million, respectively, compared to the prior year primarily as a result of higher reimbursable revenues and management fees. EBITDA benefited from the increase in management fees.

In addition, EBITDA was unfavorably impacted by:

- the absence of \$6 million of proceeds received during 2016 resulting from the settlement of two business interruption insurance claims;
- \$5 million of higher sales and commission expenses primarily due to higher gross VOI sales, net of WAAM Fee-for-Service;
- \$5 million related to a non-cash asset impairment charge related to the write-down of assets resulting from the decision to abandon a new product initiative;
- a \$4 million increase in marketing costs due to our continued focus on new owner generation which yields a higher cost per tour;
- \$4 million of higher legal settlement expenses;
- \$4 million of higher maintenance fees on unsold inventory; and
- a \$4 million increase in other costs primarily due to employee-related expenses.

#### ***Corporate and Other***

Corporate and Other revenues, which represents the elimination of intersegment revenues primarily charged between our vacation ownership and hotel group businesses remained flat during the three months ended March 31, 2017 compared to 2016.

Corporate expenses (excluding intersegment expense eliminations) increased \$5 million during the three months ended March 31, 2017 compared to 2016 primarily due to restructuring costs incurred during the first quarter of 2017.

## RESTRUCTURING PLANS

During the first quarter of 2017, we recorded \$7 million of restructuring charges, all of which were personnel-related and consisted of (i) \$6 million at our corporate operations, which focused on rationalizing our sourcing function and outsourcing a portion of our information technology functions and (ii) \$1 million at our Hotel Group segment, which focused on realigning our brand operations. The remaining liability of \$7 million as of March 31, 2017 is expected to be paid primarily by the end of 2017. We anticipate annual net savings from such initiatives to be approximately \$11 million.

During 2016, we recorded \$15 million of charges related to restructuring initiatives, primarily focused on enhancing organizational efficiency and rationalizing existing facilities including the closure of four vacation ownership sales offices. In connection with these initiatives, we initially recorded \$12 million of personnel-related costs, a \$2 million non-cash charge and \$2 million of facility-related expenses. We subsequently reversed \$1 million of previously recorded personnel-related costs and reduced our liability with \$5 million of cash payments. During the three months ended March 31, 2017, we reduced our liability with \$4 million of cash payments. As of March 31, 2017, the remaining liability was \$4 million which is expected to be paid primarily by the end of 2017.

We have additional restructuring plans which were implemented prior to 2016. The remaining liability of \$1 million as of March 31, 2017, all of which is related to leased facilities, is expected to be paid by 2020.

## FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

### FINANCIAL CONDITION

	March 31, 2017	December 31, 2016	Change
Total assets	\$ 10,343	\$ 9,819	\$ 524
Total liabilities	9,677	9,101	576
Total equity	666	718	(52)

Total assets increased \$524 million from December 31, 2016 to March 31, 2017 primarily due to:

- a \$232 million increase in accounts receivable primarily due to the seasonality of vacation rental bookings at our destination network business; and
- a \$170 million increase in other current assets primarily due to (i) a higher income tax receivable resulting from a tax benefit on foreign currency losses recognized from an internal restructuring undertaken to realign the organizational and capital structure of certain foreign operations, (ii) increased escrow deposits and deferred costs primarily related to the seasonality of advanced vacation rental bookings at our destination network business and (iii) an increase in restricted cash related to our vacation ownership contract receivables securitizations.

Total liabilities increased \$576 million from December 31, 2016 to March 31, 2017 primarily due to:

- a \$204 million increase in long term debt;
- a \$187 million increase in accounts payable and accrued expenses primarily due to higher homeowner liabilities resulting from the seasonality of vacation rental bookings at our destination network business;
- a \$130 million increase in deferred income primarily resulting from the seasonality of advanced vacation rental bookings at our destination network business; and
- an \$84 million increase in deferred income taxes primarily related to installment sales of VOIs and the impact of the internal restructuring as discussed above.

Total equity decreased \$52 million from December 31, 2016 to March 31, 2017 primarily due to \$150 million of stock repurchases and \$58 million of dividends, partially offset by \$141 million of net income.

### LIQUIDITY AND CAPITAL RESOURCES

Currently, our financing needs are supported by cash generated from operations and borrowings under our revolving credit facility and commercial paper programs as well as issuance of long-term unsecured debt. In addition, certain funding requirements of our vacation ownership business are met through the utilization of our bank conduit facility and the issuance of securitized debt to finance vacation ownership contract receivables. We believe that our net cash from operations, cash and cash equivalents, access

to our revolving credit facility, commercial paper programs and continued access to the securitization and debt markets provide us with sufficient liquidity to meet our ongoing needs.

Our five-year revolving credit facility, which expires in July 2020, has a total capacity of \$1.5 billion. As of March 31, 2017, we had \$1.3 billion of available capacity, net of letters of credit and commercial paper borrowings. We consider outstanding borrowings under our commercial paper programs to be a reduction of the available capacity under our revolving credit facility.

We maintain U.S. and European commercial paper programs under which we may issue unsecured commercial paper notes up to a maximum amount of \$750 million and \$500 million, respectively. As of March 31, 2017, we had \$221 million of outstanding commercial paper borrowings, all under the U.S. program.

Our \$14 million 5.75% senior unsecured notes, with a carrying value of \$14 million, are due in February 2018 and our \$450 million 2.5% senior unsecured notes, with a carrying value of \$449 million are due in March 2018. Our intent is to refinance such notes on a long-term basis and we have the ability to do so with available capacity under our revolving credit facility.

Our two-year securitized vacation ownership bank conduit facility, which expires in August 2018, has a total capacity of \$650 million and available capacity of \$414 million as of March 31, 2017.

We may, from time to time, depending on market conditions and other factors, repurchase our outstanding indebtedness, whether or not such indebtedness trades above or below its face amount, for cash and/or in exchange for other securities or other consideration, in each case in open market purchases and/or privately negotiated transactions.

## CASH FLOW

The following table summarizes the changes in cash and cash equivalents during the three months ended March 31, 2017 and 2016:

	Three Months Ended March 31,		
	2017	2016	Change
Cash provided by/(used in)			
Operating activities	\$ 238	\$ 261	\$ (23)
Investing activities	(79)	(90)	11
Financing activities	(124)	(27)	(97)
Effects of changes in exchange rates on cash and cash equivalents	2	3	(1)
Net change in cash and cash equivalents	\$ 37	\$ 147	\$ (110)

### Operating Activities

Net cash provided by operating activities decreased \$23 million compared to the first quarter of 2016. Such decline reflects a \$132 million increase in cash utilized for working capital (net change in assets and liabilities) primarily due to timing of income tax payments and increased spending on vacation ownership development projects. Net income adjusted for non-cash items increased cash from operations by \$109 million.

### Investing Activities

Net cash used in investing activities decreased \$11 million during the first quarter of 2017, primarily due to lower property and equipment expenditures.

### Financing Activities

Net cash used in financing activities increased \$97 million, which principally reflects (i) \$62 million of higher net payments on non-securitized debt, (ii) \$26 million of lower net borrowings on securitized vacation ownership debt and (iii) \$18 million of higher net payments in connection with the sale of vacation ownership inventory which is subject to conditional repurchase partially offset by \$21 million of lower share repurchases.

### Capital Deployment

We focus on optimizing cash flow and seek to deploy capital for the highest possible returns. Ultimately, our business objective is to grow our business while transforming our cash and earnings profile by managing our cash streams to derive a greater

proportion of EBITDA from our fee-for-service businesses. We intend to continue to invest in select capital and technological improvements across our business. We may also seek to acquire additional franchise agreements, hotel/property management contracts and exclusive agreements for vacation rental properties on a strategic and selective basis as well as grow the business through merger and acquisition activities. In addition, we intend to return cash to shareholders through the repurchase of common stock and payment of dividends.

We expect to generate annual net cash provided by operating activities less property and equipment additions (which we also refer to as capital expenditures) of approximately \$800 million during 2017. We anticipate net cash provided by operating activities of \$980 million to \$1,000 million and net cash used for capital expenditures of \$180 million to \$200 million during 2017. Net cash provided by operating activities less capital expenditures amounted to \$782 million during 2016, which is comprised of net cash provided by operating activities of \$973 million less capital expenditures of \$191 million. Foreign currency translation unfavorably impacted cash provided by operating activities during 2016. We believe net cash provided by operating activities less capital expenditures is a useful operating performance measure to evaluate the ability of our operations to generate cash for uses other than capital expenditures and, after debt service and other obligations, our ability to grow our business through acquisitions, development advances and equity investments, as well as our ability to return cash to shareholders through dividends and share repurchases.

During the three months ended March 31, 2017, we spent \$68 million on vacation ownership development projects (inventory). We believe that our vacation ownership business currently has adequate finished inventory on our balance sheet to support vacation ownership sales for at least the next year. During 2017, we anticipate spending \$230 million to \$250 million on vacation ownership development projects. The average inventory spend on vacation ownership development projects for the five year period 2017 through 2021 is expected to be approximately \$250 million annually. After factoring in the anticipated additional average annual spending, we expect to have adequate inventory to support vacation ownership sales through at least the next four to five years.

We spent \$35 million on capital expenditures during the three months ended March 31, 2017, primarily on information technology enhancement projects.

In connection with our focus on optimizing cash flow, we are continuing our asset-light efforts in vacation ownership by seeking opportunities with financial partners whereby they make strategic investments to develop assets on our behalf. We refer to this as WAAM Just-in-Time. The partner may invest in new ground-up development projects or purchase from us, for cash, existing in-process inventory which currently resides on our balance sheet. The partner will complete the development of the project and we may purchase finished inventory at a future date as needed or as obligated under the agreement.

We expect that the majority of the expenditures that will be required to pursue our capital spending programs, strategic investments and vacation ownership development projects will be financed with cash flow generated through operations. Additional expenditures are financed with general unsecured corporate borrowings, including through the use of available capacity under our revolving credit facility and commercial paper programs.

#### ***Stock Repurchase Program***

On August 20, 2007, our Board of Directors (the "Board") authorized a stock repurchase program that enables us to purchase our common stock. The Board has since increased the capacity of the program seven times, most recently on February 8, 2016 by \$1.0 billion, bringing the total authorization under the current program to \$5.0 billion. Proceeds received from stock option exercises have increased repurchase capacity by \$78 million since the inception of this program.

Under our current stock repurchase program, we repurchased 1.9 million shares at an average price of \$80.93 for a cost of \$150 million during the three months ended March 31, 2017. From August 20, 2007 through March 31, 2017, we repurchased 90 million shares at an average price of \$49.88 for a cost of \$4.5 billion.

As of March 31, 2017, we have repurchased under our current and prior stock repurchase programs a total of 115 million shares at an average price of \$46.04 for a cost of \$5.3 billion since our separation from Cendant ("Separation").

During the period April 1, 2017 through April 25, 2017, we repurchased an additional 0.4 million shares at an average price of \$86.85 for a cost of \$36 million. We currently have \$554 million of remaining availability in our current program. The amount and timing of specific repurchases are subject to market conditions, applicable legal requirements and other factors. Repurchases may be conducted in the open market or in privately negotiated transactions.

#### **Dividend Policy**

During the three months ended March 31, 2017 and 2016, we paid cash dividends of \$0.58 and \$0.50 per share (\$64 million and \$60 million in aggregate), respectively.

Our ongoing dividend policy for the future is to grow our dividend at least at the rate of growth of our earnings. The declaration and payment of future dividends to holders of our common stock are at the discretion of our Board and depend upon many factors, including our financial condition, earnings, capital requirements of our business, covenants associated with certain debt obligations, legal requirements, regulatory constraints, industry practice and other factors that our Board deems relevant. There is no assurance that a payment of a dividend will occur in the future.

#### **Financial Obligations**

##### ***Long-Term Debt Covenants***

The revolving credit facility and term loan are subject to covenants including the maintenance of specific financial ratios. The financial ratio covenants consist of a minimum consolidated interest coverage ratio of at least 2.5 to 1.0 as of the measurement date and a maximum consolidated leverage ratio not to exceed 4.25 to 1.0 as of the measurement date (provided that the consolidated leverage ratio may be increased for a limited period to 5.0 to 1.0 in connection with a material acquisition). The consolidated interest coverage ratio is calculated by dividing consolidated EBITDA (as defined in the credit agreement) by consolidated interest expense (as defined in the credit agreement), both as measured on a trailing 12 month basis preceding the measurement date. As of March 31, 2017, our consolidated interest coverage ratio was 10.6 times. Consolidated interest expense excludes, among other things, interest expense on any securitization indebtedness (as defined in the credit agreement). The consolidated leverage ratio is calculated by dividing consolidated total indebtedness (as defined in the credit agreement and which excludes, among other things, securitization indebtedness) as of the measurement date by consolidated EBITDA as measured on a trailing 12 month basis preceding the measurement date. As of March 31, 2017, our consolidated leverage ratio was 2.5 times. Covenants in the credit facility and term loan also include limitations on indebtedness of material subsidiaries; liens; mergers, consolidations, liquidations and dissolutions; and the sale of all or substantially all of our assets. Events of default in this credit facility include failure to pay interest, principal and fees when due; breach of a covenant or warranty; acceleration of or failure to pay other debt in excess of \$50 million (excluding securitization indebtedness); insolvency matters; and a change of control.

All of our senior unsecured notes contain various covenants including limitations on liens, limitations on potential sale and leaseback transactions and change of control restrictions. In addition, there are limitations on mergers, consolidations and potential sale of all or substantially all of our assets. Events of default in the notes include failure to pay interest and principal when due, breach of a covenant or warranty, acceleration of other debt in excess of \$50 million and insolvency matters.

As of March 31, 2017, we were in compliance with all of the financial covenants described above.

Each of our non-recourse, securitized term notes and the bank conduit facility contain various triggers relating to the performance of the applicable loan pools. If the vacation ownership contract receivables pool that collateralizes one of our securitization notes fails to perform within the parameters established by the contractual triggers (such as higher default or delinquency rates), there are provisions pursuant to which the cash flows for that pool will be maintained in the securitization as extra collateral for the note holders or applied to accelerate the repayment of outstanding principal to the note holders. As of March 31, 2017, all of our securitized loan pools were in compliance with applicable contractual triggers.

#### **LIQUIDITY**

Our vacation ownership business finances certain of its receivables through (i) an asset-backed bank conduit facility and (ii) periodically accessing the capital markets by issuing asset-backed securities. None of the currently outstanding asset-backed securities contain any recourse provisions to us other than interest rate risk related to swap counterparties (solely to the extent that the amount outstanding on our notes differs from the forecasted amortization schedule at the time of issuance).

We believe that our bank conduit facility, with a term through August 2018 and capacity of \$650 million, combined with our ability to issue term asset-backed securities, should provide sufficient liquidity for our expected sales pace and we expect to have available liquidity to finance the sale of VOIs.

As of March 31, 2017, we had \$414 million of availability under our asset-backed bank conduit facility. Any disruption to the asset-backed market could adversely impact our ability to obtain such financings.

We maintain U.S. and European commercial paper programs under which we may issue unsecured commercial paper notes up to a maximum amount of \$750 million and \$500 million, respectively. We allocate a portion of our available capacity under our revolving credit facility to repay outstanding commercial paper borrowings in the event that the commercial paper market is not available to us for any reason when outstanding borrowings mature. As of March 31, 2017, we had \$221 million of outstanding borrowings, all of which were under our U.S. program and the total available capacity was \$1.0 billion under these programs.

We primarily utilize surety bonds at our vacation ownership business for sales and development transactions in order to meet regulatory requirements of certain states. In the ordinary course of our business, we have assembled commitments from twelve surety providers in the amount of \$1.3 billion, of which we had \$495 million outstanding as of March 31, 2017. The availability, terms and conditions and pricing of such bonding capacity are dependent on, among other things, continued financial strength and stability of the insurance company affiliates providing the bonding capacity, general availability of such capacity and our corporate credit rating. If bonding capacity is unavailable, or alternatively, if the terms and conditions and pricing of such bonding capacity are unacceptable to us, our vacation ownership business could be negatively impacted.

Our liquidity position may also be negatively affected by unfavorable conditions in the capital markets in which we operate or if our vacation ownership contract receivables portfolios do not meet specified portfolio credit parameters. Our liquidity as it relates to our vacation ownership contract receivables securitization program could be adversely affected if we were to fail to renew or replace our conduit facility on its expiration date, or if a particular receivables pool were to fail to meet certain ratios, which could occur in certain instances if the default rates or other credit metrics of the underlying vacation ownership contract receivables deteriorate. Our ability to sell securities backed by our vacation ownership contract receivables depends on the continued ability and willingness of capital market participants to invest in such securities.

Our senior unsecured debt is rated Baa3 with a “stable outlook” by Moody’s Investors Service and BBB- with a “stable outlook” by both Standard and Poor’s and Fitch Rating Agency. A security rating is not a recommendation to buy, sell or hold securities and is subject to revision or withdrawal by the assigning rating organization. Reference in this report to any such credit rating is intended for the limited purpose of discussing or referring to aspects of our liquidity and of our costs of funds. Any reference to a credit rating is not intended to be any guarantee or assurance of, nor should there be any undue reliance upon, any credit rating or change in credit rating, nor is any such reference intended as any inference concerning future performance, future liquidity or any future credit rating.

## **SEASONALITY**

We experience seasonal fluctuations in our net revenues and net income from our franchise and management fees, commission income earned from renting vacation properties, annual membership fees, exchange and member-related transaction fees and sales of VOIs. Revenues from franchise and management fees are generally higher in the second and third quarters than in the first or fourth quarters due to increased leisure travel during the spring and summer months. Revenues from vacation rentals are generally highest in the third quarter, when vacation arrivals are highest, combined with a compressed booking window. Revenues from vacation exchange fees are generally highest in the first quarter, which is generally when members of our vacation exchange business plan and book their vacations for the year. Revenues from sales of VOIs are generally higher in the third quarter than in other quarters due to increased leisure travel. The seasonality of our business may cause fluctuations in our quarterly operating results. As we expand into new markets and geographical locations, we may experience increased or different seasonality dynamics that create fluctuations in operating results different from the fluctuations we have experienced in the past.



## COMMITMENTS AND CONTINGENCIES

We are involved in claims, legal and regulatory proceedings and governmental inquiries related to our business. Litigation is inherently unpredictable and, although we believe that our accruals are adequate and/or that we have valid defenses in these matters, unfavorable results could occur. As such, an adverse outcome from such proceedings for which claims are awarded in excess of the amounts accrued, if any, could be material to us with respect to earnings or cash flows in any given reporting period. As of March 31, 2017, the potential exposure resulting from adverse outcomes of such legal proceedings could, in the aggregate, range up to \$45 million in excess of recorded accruals. However, we do not believe that the impact of such litigation should result in a material liability to us in relation to our consolidated financial position or liquidity.

## CONTRACTUAL OBLIGATIONS

The following table summarizes our future contractual obligations for the twelve month periods set forth below:

	4/1/17- 3/31/18	4/1/18- 3/31/19	4/1/19- 3/31/20	4/1/20- 3/31/21	4/1/21- 3/31/22	Thereafter	Total
Securitized debt <sup>(a)</sup>	\$ 191	\$ 214	\$ 355	\$ 205	\$ 221	\$ 952	\$ 2,138
Long-term debt <sup>(b)</sup>	503	33	54	812	659	1,514	3,575
Interest on debt <sup>(c)</sup>	204	189	183	160	123	219	1,078
Operating leases	91	62	51	39	33	179	455
Purchase commitments <sup>(d)</sup>	203	112	83	40	35	47	520
Inventory sold subject to conditional repurchase <sup>(e)</sup>	106	101	37	47	59	—	350
Separation liabilities <sup>(f)</sup>	10	13	—	—	—	—	23
Total <sup>(g) (h)</sup>	\$ 1,308	\$ 724	\$ 763	\$ 1,303	\$ 1,130	\$ 2,911	\$ 8,139

<sup>(a)</sup> Represents debt that is securitized through bankruptcy-remote special purpose entities the creditors to which have no recourse to us for principal and interest.

<sup>(b)</sup> Includes \$463 million of senior unsecured notes due during the first quarter of 2018, which we intend to refinance on a long-term basis and have the ability to do so with available capacity under our revolving credit facility.

<sup>(c)</sup> Includes interest on both securitized and long-term debt; estimated using the stated interest rates on our long-term debt and the swapped interest rates on our securitized debt.

<sup>(d)</sup> Includes (i) \$163 million for information technology activities, (ii) \$163 million relating to the development of vacation ownership properties of which, \$22 million was included within total liabilities on the Condensed Consolidated Balance Sheet and (iii) \$89 million for marketing related activities.

<sup>(e)</sup> Represents obligations to repurchase completed vacation ownership properties from third-party developers (See Note 5 – Inventory for further detail) of which, \$112 million was included within total liabilities on the Condensed Consolidated Balance Sheet.

<sup>(f)</sup> Represents liabilities which we assumed and are responsible for pursuant to our Separation (See Note 16 – Separation Adjustments and Transactions with Former Parent and Subsidiaries for further details).

<sup>(g)</sup> Excludes a \$42 million liability for unrecognized tax benefits associated with the guidance for uncertainty in income taxes since it is not reasonably estimable to determine the periods in which such liability would be settled with the respective tax authorities.

<sup>(h)</sup> Excludes other guarantees at our hotel group business as it is not reasonably estimable to determine the periods in which such commitments would be settled (See Note 11 – Commitments and Contingencies for further details).

## CRITICAL ACCOUNTING POLICIES

In presenting our financial statements in conformity with generally accepted accounting principles, we are required to make estimates and assumptions that affect the amounts reported therein. Several of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. However, events that are outside of our control cannot be predicted and, as such, they cannot be contemplated in evaluating such estimates and assumptions. If there is a significant unfavorable change to current conditions, it could result in a material impact to our consolidated results of operations, financial position and liquidity. We believe that the estimates and assumptions we used when preparing our financial statements were the most appropriate at that time. These Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements included in the Annual Report filed on Form 10-K with the SEC on February 17, 2017, which includes a description of our critical accounting policies that involve subjective and complex judgments that could potentially affect reported results. While there have been no material changes to our critical accounting policies as to the methodologies or assumptions we apply under them, we continue to monitor such methodologies and assumptions.

### Item 3. Quantitative and Qualitative Disclosures About Market Risks.

We assess our market risks based on changes in interest and foreign currency exchange rates utilizing a sensitivity analysis that measures the potential impact in earnings, fair values and cash flows based on a hypothetical 10% change (increase and decrease) in interest and foreign currency exchange rates. We used March 31, 2017 market rates to perform a sensitivity analysis separately for each of our market risk exposures. The estimates assume instantaneous, parallel shifts in interest rate yield curves and exchange rates. We have determined, through such analyses, that a hypothetical 10% change in foreign currency exchange rates would have resulted in approximately a \$4 million increase or decrease to the fair value of our outstanding forward foreign currency exchange contracts, which would generally be offset by an opposite effect on the underlying exposure being economically hedged.

Our variable rate borrowings, which include our commercial paper, term loan, senior unsecured notes synthetically converted to variable rate debt via interest rate swaps, bank conduit facility and revolving credit facility, expose us to risks caused by fluctuations in the applicable interest rates. The total outstanding balance of such variable rate borrowings was approximately \$1.2 billion at March 31, 2017. A 100 basis point change in the underlying interest rates would result in approximately a \$12 million increase or decrease on our annual interest expense.

As such, we believe that a 10% change in interest and foreign currency exchange rates would not have a material effect on our prices, earnings, fair values and cash flows.

### Item 4. Controls and Procedures.

- (a) *Disclosure Controls and Procedures.* As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our principal executive and principal financial officers, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13(a)-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")). Based on such evaluation, our principal executive and principal financial officers concluded that our disclosure controls and procedures were effective and operating to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.
- (b) *Internal Control Over Financial Reporting.* There have been no changes in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) during the period to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. As of March 31, 2017, we utilized the criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission.

**PART II – OTHER INFORMATION****Item 1. Legal Proceedings.**

We are involved in various claims and lawsuits, none of which, in the opinion of management, is expected to have a material adverse effect on our results of operations or financial condition. See Note 11 to the Condensed Consolidated Financial Statements for a description of claims and legal actions applicable to our business.

**Item 1A. Risk Factors.**

The discussion of our business and operations should be read together with the risk factors contained in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Securities and Exchange Commission, which describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner. As of March 31, 2017, there have been no material changes to the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2016.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

(c) Below is a summary of our Wyndham common stock repurchases by month for the quarter ended March 31, 2017:

**ISSUER PURCHASES OF EQUITY SECURITIES**

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Approximate Dollar Value of Shares that May Yet Be Purchased Under Plan
January 1-31, 2017	706,100	\$ 77.78	706,100	\$ 685,768,724
February 1-28, 2017	344,966	\$ 81.39	344,966	\$ 657,691,143
March 1-31, 2017	804,202	\$ 83.50	804,202	\$ 590,540,782
<b>Total</b>	<b>1,855,268</b>	<b>\$ 80.93</b>	<b>1,855,268</b>	<b>\$ 590,540,782</b>

(\*) Includes 113,200 shares purchased for which the trade date occurred during March 2017 while settlement occurred during April 2017.

On August 20, 2007, our Board of Directors authorized a stock repurchase program that enables us to purchase our common stock. The Board has since increased the program seven times, most recently on February 8, 2016 for \$1.0 billion, bringing the total authorization under the current program to \$5.0 billion. Under our current and prior stock repurchase plans, the total authorization is \$5.8 billion.

During the period April 1, 2017 through April 25, 2017, we repurchased an additional 0.4 million shares at an average price of \$86.85. We currently have \$554 million of remaining availability in our current program. The amount and timing of specific repurchases are subject to market conditions, applicable legal requirements and other factors. Repurchases may be conducted in the open market or in privately negotiated transactions.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

The exhibit index appears on the page immediately following the signature page of this report.



**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.1*	Amendment No. 5 to Employment Agreement with Geoffrey A. Ballotti, dated February 15, 2017
12*	Computation of Ratio of Earnings to Fixed Charges
15*	Letter re: Unaudited Interim Financial Information
31.1*	Certification of Chairman and Chief Executive Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934
31.2*	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) Under the Securities Exchange Act of 1934
32**	Certification of Chairman and Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

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\* Filed with this  
report

\*\* Furnished with this report

**AMENDMENT NO. 5**  
**TO**  
**EMPLOYMENT AGREEMENT**

**AMENDMENT**, dated February 15, 2017 (“**Amendment**”), made to the Employment Agreement dated as of March 31, 2008, as amended by Amendment No. 1 thereto effective as of December 31, 2008, Amendment No. 2 thereto effective as of December 16, 2009, Amendment No. 3 thereto effective as of March 1, 2011, and Amendment No. 4 thereto effective as of March 28, 2014 (together, the “**Employment Agreement**”), by and between Wyndham Worldwide Corporation, a Delaware corporation (the “**Company**”), and Geoff Ballotti (the “**Executive**”).

**WHEREAS**, the Company and the Executive have previously entered into the Employment Agreement and desire to amend the Employment Agreement as set forth below.

**NOW, THEREFORE**, effective as of the date first written above, the Employment Agreement is hereby amended as follows:

1. The first sentence of Section II of the Employment Agreement is hereby amended in its entirety and replaced with the following:

The period of the Executive’s employment under this Agreement (the “**Period of Employment**”) shall begin on the Effective Date and shall end on March 31, 2020, subject to earlier termination as provided in this Agreement.

2. Section VII(f) of the Employment Agreement is hereby amended by adding the following sentence to the end thereof:

Nothing in this Agreement is intended to or will be used in any way to limit the Executive’s rights to communicate with a government agency, as provided for, protected under or warranted by applicable law.

3. From and after the date hereof, all references to the Employment Agreement shall mean the Employment Agreement as amended hereby. Except as expressly amended hereby, the Employment Agreement shall remain in full force and effect, and is hereby ratified and confirmed.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned has caused this Amendment to be executed this 15th day of February 2017.

**EXECUTIVE**

/s/ Geoff Ballotti

Geoff Ballotti

**WYNDHAM WORLDWIDE CORPORATION**

By: /s/ Mary Falvey

Name: Mary Falvey

Title: Executive Vice President

**WYNDHAM WORLDWIDE CORPORATION**  
**COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**  
(Dollars in millions)

	<b>Three Months Ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>Earnings available to cover fixed charges:</b>		
Income before income taxes	\$ 172	\$ 163
Less: Income from equity investees	1	—
	171	163
Plus: Fixed charges	58	58
Amortization of capitalized interest	2	1
Less: Capitalized interest	1	1
Earnings available to cover fixed charges	<u>\$ 230</u>	<u>\$ 221</u>
<b>Fixed charges <sup>(*)</sup>:</b>		
Interest	\$ 51	\$ 51
Capitalized interest	1	1
Interest portion of rental expense	6	6
Total fixed charges	<u>\$ 58</u>	<u>\$ 58</u>
Ratio of earnings to fixed charges	<u>3.97x</u>	<u>3.81x</u>

<sup>(\*)</sup> Consists of interest expense on all indebtedness (including costs related to the amortization of deferred financing costs), capitalized interest and the portion of operating lease rental expense that is representative of the interest factor.

\* \* \*



April 26, 2017

Wyndham Worldwide Corporation  
22 Sylvan Way  
Parsippany, New Jersey 07054

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim condensed consolidated financial information of Wyndham Worldwide Corporation and subsidiaries for the three month periods ended March 31, 2017, and 2016, as indicated in our report dated April 26, 2017; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, is incorporated by reference in Registration Statement No. 333-136090 on Form S-8 and Registration Statement No. 333-206104 on Form S-3.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche LLP  
Parsippany, New Jersey

\* \* \*

## CERTIFICATION

I, Stephen P. Holmes, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wyndham Worldwide Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 26, 2017

\_\_\_\_\_  
/S/ STEPHEN P. HOLMES  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

## CERTIFICATION

I, Thomas G. Conforti, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Wyndham Worldwide Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 26, 2017

\_\_\_\_\_  
/S/ THOMAS G. CONFORTI  
CHIEF FINANCIAL OFFICER

**CERTIFICATION OF CHAIRMAN AND CEO AND CFO PURSUANT TO  
18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Wyndham Worldwide Corporation (the "Company") on Form 10-Q for the period ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Stephen P. Holmes, as Chairman and Chief Executive Officer of the Company, and Thomas G. Conforti, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1.) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and
- (2.) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/S/ STEPHEN P. HOLMES

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STEPHEN P. HOLMES  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER  
APRIL 26, 2017

/S/ THOMAS G. CONFORTI

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THOMAS G. CONFORTI  
CHIEF FINANCIAL OFFICER  
APRIL 26, 2017