

EISENBERG MARSHALL E  
Form SC 13D/A  
December 17, 2012

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

## **SCHEDULE 13D**

**[Rule 13d-101]**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 204.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**

**§ 240.13d-2(a)**

**(Amendment No. 7)**

## **Hyatt Hotels Corporation**

**(Name of Issuer)**

**Class A Common Stock, \$0.01 par value per share**  
**(Title of Class of Securities)**

**448579102**  
**(CUSIP Number)**

**Thomas Dykstra**

**311 South Wacker Drive, Suite 4990**

**Chicago, Illinois 60606**

**312-896-1717**

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

**December 6, 2012**

**(Date of Event which Requires Filing of this Statement)**

\*If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

\* The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

(Continued on following pages)

(Page 1 of 11 Pages)

1. Names of Reporting Persons

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

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

(a)  (b)

3. SEC Use Only

4. Source of Funds

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

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

0

8. Shared Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

802,670\*

9. Sole Dispositive Power

WITH

0

10. Shared Dispositive Power

802,670\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

802,670\*

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

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

0.5%\*

14. Type of Reporting Person

OO

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

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

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All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 164,002,394 shares of Common Stock outstanding as of October 26, 2012. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 0.7% of the total voting power of the Common Stock as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, which is comprised of 48,568,052 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock and assumes that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

1. Names of Reporting Persons

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

Nicholas J. Pritzker

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

(a)  (b)

3. SEC Use Only

4. Source of Funds

OO

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

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

0

8. Shared Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

1,027,357\*

9. Sole Dispositive Power

WITH

0

10. Shared Dispositive Power

1,027,357\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,027,357\*

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

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

0.6%\*

14. Type of Reporting Person

OO

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

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

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All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 164,002,394 shares of Common Stock outstanding as of October 26, 2012. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 0.9% of the total voting power of the Common Stock as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, which is comprised of 48,568,052 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock and assumes that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.



1. Names of Reporting Persons

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

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

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

(a)  (b)

3. SEC Use Only

4. Source of Funds

OO

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

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

0

8. Shared Voting Power

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

688,545\*

9. Sole Dispositive Power

WITH

0

10. Shared Dispositive Power

688,545\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person

688,545\*

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

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

0.4%\*

14. Type of Reporting Person

OO

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

The Reporting Person is party to certain agreements with the Separately Filing Group Members (as defined in the Schedule 13D), which agreements contain, among other things, certain voting agreements and limitations on the sale of their shares of Common Stock. As a result, the Reporting Person may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act (as defined in the Schedule 13D), comprised of the Reporting Person and the Separately Filing Group Members. Shares listed as beneficially owned by the Reporting Person exclude shares held by any other Reporting Person or by any of the Separately Filing Group Members, in each case as to which the Reporting Person disclaims beneficial ownership.

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All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock. The percentage is calculated using the total number of shares of Common Stock beneficially owned by the Reporting Person and based on 164,002,394 shares of Common Stock outstanding as of October 26, 2012. With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The shares of Class B Common Stock owned by the Reporting Person represent 0.6% of the total voting power of the Common Stock as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D. The percentage of total voting power of the Common Stock is calculated based on the total voting power of the Common Stock outstanding as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, which is comprised of 48,568,052 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock and assumes that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

EXPLANATORY NOTE: This Amendment No. 7 to Schedule 13D (Amendment No. 7) relates to the Class A Common Stock, \$0.01 par value per share, of Hyatt Hotels Corporation, a Delaware corporation (the Issuer), which has its principal executive office at 71 South Wacker Drive, 12th Floor, Chicago, Illinois 60606. This Amendment No. 7 amends and supplements, as set forth below, the Schedule 13D filed by the Reporting Persons with respect to the Issuer on August 26, 2010 (the Original Schedule 13D), as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on September 9, 2010 (Amendment No. 1), Amendment No. 2 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on May 20, 2011 (Amendment No. 2), Amendment No. 3 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on January 5, 2012 (Amendment No. 3), Amendment No. 4 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on February 1, 2012 (Amendment No. 4), Amendment No. 5 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on September 17, 2012 (Amendment No. 5) and Amendment No. 6 to Schedule 13D filed by the Reporting Persons with respect to the Issuer on December 4, 2012 (Amendment No. 6). The Original Schedule 13D, as amended and supplemented by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and Amendment No. 6 is referred to as the Schedule 13D. All capitalized terms not otherwise defined herein have the meanings ascribed to them in the Schedule 13D. The Schedule 13D is amended and supplemented by adding the information contained herein. Only those items amended are reported herein.

#### **Item 4. Purpose of Transaction**

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

On December 6, 2012, Marshall E. Eisenberg, not individually, but solely as trustee of P.G. Nicholas Trust M (Nicholas Trust), sold 1,623,529 shares of Class B Common Stock in a block trade with a broker-dealer at a price of \$35.74 per share, for an aggregate price of \$58,024,926 (the First December Sale) and on December 12, 2012, Marshall E. Eisenberg, not individually, but solely as trustee of Nicholas Trust, sold 1,556,713 shares of Class B Common Stock in a block trade with a broker-dealer at a price of \$35.81 per share, for an aggregate price of \$55,745,893 (the Second December Sale, and together with the First December Sale, the December 2012 Sales). In accordance with the Issuer's Amended and Restated Certificate of Incorporation, the shares of Class B Common Stock sold pursuant to the December 2012 Sales automatically converted into shares of Class A Common Stock immediately upon the December 2012 Sale.

#### **Item 5. Interest in Securities of the Issuer**

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

(a)-(b) As of the date hereof, the Reporting Persons in the aggregate may be deemed to be the beneficial owners of 2,518,572 shares of Class A Common Stock, issuable upon conversion of 2,518,572 shares of Class B Common Stock beneficially owned by the Reporting Persons. The number of shares of Class B Common Stock beneficially owned by the Reporting Persons represents 2.2% of the total number of shares of Class B Common Stock outstanding. The number of shares of Common Stock beneficially owned by the Reporting Persons represents 1.5% of the total number of shares of Common Stock outstanding and 2.1% of the total voting power of the shares of Common Stock outstanding, voting together as a single class, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock except for the shares of Class B Common Stock sold in the December 2012 Sales.

Schedule A attached to this Amendment No. 7 amends and restates, in its entirety, Schedule A attached to the Schedule 13D. Schedule A attached to this Amendment No. 7 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by each Reporting Person.

Schedule B attached to this Amendment No. 7 amends and restates, in its entirety, Schedule B attached to the Schedule 13D. Schedule B attached to this Amendment No. 7 sets forth, as of the date hereof, the number of shares and percentage of the Class A Common Stock outstanding, the number of shares and percentage of the Class B Common Stock outstanding, the percentage of the total number of shares of Common Stock outstanding, and the percentage of the total voting power of the shares of Common Stock outstanding, voting together as a single class, represented by the shares beneficially owned by the Reporting Persons and each Separately Filing Group Member. All information with regard to the Separately Filing Group Members is based solely on the information contained in the Schedule 13Ds and Forms 4 filed by the Separately Filing Group Members.

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

(c) The First December Sale was completed on December 6, 2012 and the Second December Sale was completed on December 12, 2012, as described in Item 4 of the Schedule 13D, as amended by this Amendment No. 7.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 17, 2012

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

/s/ Nicholas J. Pritzker  
Nicholas J. Pritzker, individually

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

[Signature Page to Amendment No. 7 to Schedule 13D]

**Appendix A-1**

Second Universe Trust

N.F.P. QSST Trust No. 21

R.A. Trust #25

Chiloquin Trust Oregon Trust #41

Coburg Trust Oregon Trust #42

Condon Trust Oregon Trust #43

Dayton Trust Oregon Trust #44

Dillard Trust Oregon Trust #45

Dundee Trust Oregon Trust #46

Dunes Trust Oregon Trust #47

Elmira Trust Oregon Trust #48

Oakland Trust Oregon Trust #201

Oceanside Trust Oregon Trust #202

Odell Trust Oregon Trust #203

Olney Trust Oregon Trust #204

Ophir Trust Oregon Trust #205

Orenco Trust Oregon Trust #206

Orient Trust Oregon Trust #207

Oxbow Trust Oregon Trust #208

**Schedule A****Certain Information Regarding the****Reporting Persons<sup>1</sup>**

| Name of Beneficial Owner   | Class A<br>Common Stock <sup>2</sup> |                 | Class B<br>Common Stock <sup>3</sup> |                 | % of Total<br>Common<br>Stock <sup>4</sup> | % of Total<br>Voting Power <sup>5</sup> |
|--|--------------------------------------|-----------------|--------------------------------------|-----------------|--|---|
|  | Shares                               | % of<br>Class A | Shares                               | % of<br>Class B |  |   |
| Marshall E. Eisenberg, not individually, but solely in the capacity as trustee of P.G. Nicholas Trust M                  |                                      |                 | 802,670                              | 0.7%            | 0.5%                                       | 0.7%                                    |
| Nicholas J. Pritzker, individually   |                                      |                 | 1,027,357                            | 0.9%            | 0.6%                                       | 0.9%                                    |
| Lawrence I. Richman, not individually, but solely in the capacity as trustee of the trusts listed on <u>Appendix A-1</u> |                                      |                 | 688,545                              | 0.6%            | 0.4%                                       | 0.6%                                    |

<sup>1</sup> All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>2</sup> The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 48,568,052 shares of the Class A Common Stock outstanding as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>3</sup> The information shown in the table with respect of the percentage of Class B Common Stock beneficially owned is based on 115,434,342 shares of Class B Common Stock outstanding as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D.

<sup>4</sup> The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 48,568,052 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock outstanding as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D.

<sup>5</sup> With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of October 26, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, which is comprised of 48,568,052 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock and assumes that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.



**Schedule B****Certain Information Regarding the****Separately Filing Group Members<sup>1</sup>**

| Separately Filing Group Member   | Class A<br>Common Stock <sup>2</sup> |                 | Class B<br>Common Stock <sup>3</sup> |                 | % of Total<br>Common<br>Stock <sup>4</sup> | % of Total<br>Voting Power <sup>5</sup> |
|--|--------------------------------------|-----------------|--------------------------------------|-----------------|--|---|
|  | Shares                               | % of<br>Class A | Shares                               | % of<br>Class B |  |   |
| Co-Trustees of the U.S. Situs Trusts <sup>6</sup>  |                                      |                 |                                      |                 |  |   |
| Trustee of the Non-U.S. Situs Trusts <sup>7</sup>  |                                      |                 | 3,447,946                            | 3.0%            | 2.1%                                       | 2.9%                                    |
| Trustees of the Thomas J. Pritzker Family Trusts and Other Reporting Persons <sup>8</sup>    |                                      |                 | 21,696,202                           | 18.8%           | 13.2%                                      | 18.0%                                   |
| Trustees of the Nicholas J. Pritzker Family Trusts and Other Reporting Persons <sup>9</sup>  |                                      |                 | 2,518,572                            | 2.2%            | 1.5%                                       | 2.1%                                    |
| Trustees of the James N. Pritzker Family Trusts <sup>10</sup>                                | 8,470                                | *               | 3,470,792                            | 3.0%            | 2.1%                                       | 2.9%                                    |
| Trustees of the John A. Pritzker Family Trusts <sup>11</sup>                                 |                                      |                 |                                      |                 |  |   |
| Trustees of the Linda Pritzker Family Trusts <sup>12</sup>                                   |                                      |                 |                                      |                 |  |   |
| Trustees of the Karen L. Pritzker Family Trusts <sup>13</sup>                                |                                      |                 | 8,584,104                            | 7.4%            | 5.2%                                       | 7.1%                                    |
| Trustees of the Penny Pritzker Family Trusts and Other Reporting Persons <sup>14</sup>       | 10,499                               | *               | 10,018,946                           | 8.7%            | 6.1%                                       | 8.3%                                    |
| Trustees of the Daniel F. Pritzker Family Trusts <sup>15</sup>                               |                                      |                 | 10,001,457                           | 8.7%            | 6.1%                                       | 8.3%                                    |
| Trustees of the Anthony N. Pritzker Family Trusts <sup>16</sup>                              |                                      |                 | 6,186,817                            | 5.4%            | 3.8%                                       | 5.1%                                    |
| Trustees of the Gigi Pritzker Pucker Family Trusts and Other Reporting Persons <sup>17</sup> |                                      |                 | 18,345,937                           | 15.9%           | 11.2%                                      | 15.3%                                   |
| Trustees of the Jay Robert Pritzker Family Trusts <sup>18</sup>                              |                                      |                 | 6,051,483                            | 5.2%            | 3.7%                                       | 5.0%                                    |
| Trustee of the Richard Pritzker Family Trusts <sup>19</sup>                                  |                                      |                 |                                      |                 |  |   |
| <b>Pritzker Family Group Totals</b>  | <b>18,969</b>                        | <b>*</b>        | <b>90,322,256</b>                    | <b>78.2%</b>    | <b>55.1%</b>                               | <b>75.1%</b>                            |

\* Less than 1% beneficial ownership

<sup>1</sup> All references to the number of shares outstanding are as of October 26, 2012, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, as adjusted for the sales of Common Stock reported in the Schedule 13D, assuming that no additional outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>2</sup> The information shown in the table with respect to the percentage of Class A Common Stock beneficially owned is based on 48,568,052 shares of the Class A Common Stock outstanding as of October 26, 2012, as adjusted, assuming that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>3</sup> The information shown in the table with respect to the percentage of Class B Common Stock beneficially owned is based on 115,434,342 shares of Class B Common Stock outstanding as of October 26, 2012, as adjusted.

<sup>4</sup> The information shown in the table with respect to the percentage of total Common Stock beneficially owned is based on 48,568,052 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock outstanding as of October 26, 2012, as adjusted.

<sup>5</sup> With respect to matters upon which the Issuer's stockholders are entitled to vote, the holders of Class A Common Stock and Class B Common Stock vote together as a single class, and each holder of Class A Common Stock is entitled to one vote per share and each holder of Class B Common Stock is entitled to ten votes per share. The percentage of total voting power of the shares of Common Stock is calculated based on the total voting power of the shares of Common Stock outstanding as of October 26, 2012, as adjusted, which is comprised of 48,568,052 shares of Class A Common Stock and 115,434,342 shares of Class B Common Stock and assumes that no outstanding shares of Class B Common Stock have been converted into shares of Class A Common Stock.

<sup>6</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Thomas J. Pritzker, Marshall E. Eisenberg and Karl J. Breyer, not individually, but solely in their capacity as co-trustees of the U.S. Situs Trusts listed on Appendix A to the Schedule 13D, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.

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<sup>7</sup> See the Schedule 13D filed on August 26, 2010, as amended, by the CIBC Trust Company (Bahamas) Limited, solely as trustee of the Non-U.S. Situs Trusts listed on Appendix A to the Schedule 13D, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.

- <sup>8</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office. Thomas J. Pritzker holds 59,853 stock appreciation rights (SARs) that are currently exercisable at an exercise price of \$40.96 and 31,852 SARs that are currently exercisable at an exercise price of \$41.74. The number of shares of Class A Common Stock that Mr. Pritzker will receive upon exercise of such SARs is not currently determinable and therefore not included in the table above because each SAR gives the holder the right to receive a number of shares of Class A Common Stock equal to the excess of the value of one share of A Common Stock at the exercise date, which is not determinable until the date of exercise, over the exercise price.
- <sup>9</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Marshall E. Eisenberg, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>10</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Charles E. Dobrusin and Harry B. Rosenberg, not individually, but solely as co-trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>11</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>12</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>13</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Walter W. Simmers, Andrew D. Wingate and Lucinda Falk, not individually, but solely as co-trustees for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>14</sup> See the Schedule 13D filed on August 26, 2010, as amended, by John Kevin Poorman, not individually, but solely as trustee of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>15</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>16</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Lewis M. Linn, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>17</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Gigi Pritzker Pucker and Edward W. Rabin, not individually, but solely as trustees of certain trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein on, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>18</sup> See the Schedule 13D filed on August 26, 2010, as amended, by Thomas J. Muenster, not individually, but solely as trustee for the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.
- <sup>19</sup> See the Schedule 13D filed on August 26, 2010, as amended, by CIBC Trust Company (Bahamas) Limited, solely as trustee of the trusts listed on Appendix A-1 to the Schedule 13D, and the other Reporting Persons named therein, which includes information regarding the filer's jurisdiction of organization, principal business, and address of principal office.