

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *					2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Madrone GI	IC, LLC			I	Iyatt	Hotel	s Corp	[F	I]								
(Last) (First) (Middle)				3	3. Date of Earliest Transaction (MM/DD/YYYY)							Director					
					11/10/2016							Officer (gr	Officer (give title below) Other (specify below)				
3000 SAND	HILL RO	OAD, BU	JILDIN	G 1,			11/	10/	2016								
SUITE 150																	
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)							Y) 6. Individual	6. Individual or Joint/Group Filing (Check Applicable Line)				
MENLO PARK, CA 94025													X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)												Form filed by					
			Table I -	Non-D	erivati	ive Secu	ırities A	cqui	ired, Di	sposed	l of, or E	Beneficially Own	ed				
1. Title of Security (Instr. 3) 2. Trans. Date			ins. Date	Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Form: Beneficial	of Indirect Beneficial		
							Code	V	Amount	(A) or (D)	Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Class A Common Stock 11/10/2016				0/2016			S		60023	D	\$52.802	1)	5149938		D		
Class A Common Stock 11/10/2016			0/2016			S		2408	D	\$53.598	2)	5147530		D			
Class A Common Stock												4794304			See footnote		
	Tabl	le II - Der	ivative Se	curitie	s Bene	ficially	Owned	(e.g	. , puts	, calls,	warrant	s, options, conve	ertible sec	eurities)	·		
Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	on Date	3A. Deemed Execution Date, if any	4. Tran (Instr.		Derivativ Acquired Disposed	Number of Derivative Securities Acquired (A) or Disposed of (D) Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date			and Amount of ies Underlying ive Security 3 and 4)	Derivative Security (Instr. 5)	Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security			Code	de V	(A)	(D)	Da Ex	ate ercisable	Expirati Date		Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		

Explanation of Responses:

- (This sale from Madrone GHC, LLC was executed in multiple trades at prices ranging from \$52.48 to \$53.46, inclusive. The price reported above reflects the
- 1) weighted average sale price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (This sale from Madrone GHC, LLC was executed in multiple trades at prices ranging from \$53.48 to \$53.76, inclusive. The price reported above reflects the
- 2) weighted average sale price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.
- (Represents shares of the Issuer's Class A Common Stock issued on November 4, 2016, upon conversion of (i) 3,835,647 shares of the Issuer's Class B
- 3) Common Stock held of record by Lake GHC, LLC and (ii) 958,657 shares of the Issuer's Class B Common Stock held of record by Shimoda GHC, LLC. Gregory B. Penner is a manager of Madrone GHC, LLC, Lake GHC, LLC and Shimoda GHC, LLC and has voting and investment power with respect to the shares of Class A Common Stock held by such entities.

Reporting Owners

1 8								
Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	ips Officer	Other				
Madrone GHC, LLC								
3000 SAND HILL ROAD		v						
BUILDING 1, SUITE 150		Λ						
MENLO PARK, CA 94025								

Signatures

** Signature of Reporting Person

Date

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.