

WYNDHAM WORLDWIDE CORP

Form 8-K

November 29, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): November 28, 2006

Wyndham Worldwide Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

1-32876

(Commission File
Number)

20-0052541

(IRS Employer
Identification No.)

**Seven Sylvan Way
Parsippany, NJ**

(Address of Principal Executive Offices)

07054

(Zip Code)

(973) 753-6000

(Registrant's telephone number, including area code)

None

(Former name or former address if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01. Other Events.

ITEM 9.01. Financial Statements and Exhibits.

SIGNATURE

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EX-99.1: PRESS RELEASE

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Item 8.01. Other Events.

On November 28, 2006, Wyndham Worldwide Corporation issued a press release announcing that it intends to offer \$500 million aggregate principal amount of senior unsecured notes due 2016 in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and outside the United States pursuant to Regulation S under the Securities Act. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

Exhibit 99.1 Press Release of Wyndham Worldwide Corporation dated November 28, 2006 regarding the proposed \$500 million private offering of senior unsecured notes.

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SIGNATURE

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

**WYNDHAM WORLDWIDE
CORPORATION**

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

Date: November 28, 2006

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Exhibit No.	Description
Exhibit 99.1	Press Release of Wyndham Worldwide Corporation dated November 28, 2006 regarding the proposed \$500 million private offering of senior unsecured notes.