

WYNDHAM WORLDWIDE CORP

Form 8-K

March 10, 2011

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

**Form 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) March 10, 2011**

**Wyndham Worldwide Corporation**

*(Exact name of Registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction  
of incorporation)*

**1-32876**

*(Commission File No.)*

**20-0052541**

*(I.R.S. Employer  
Identification Number)*

**22 Sylvan Way  
Parsippany, NJ**

*(Address of principal  
executive office)*

**07054**

*(Zip Code)*

Registrant's telephone number, including area code: **(973) 753-6000**

**None**

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

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

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

On March 10, 2011, Wyndham Worldwide Corporation (the Company ) announced the expiration and final results of the Company s previously announced cash tender offer (the Tender Offer ) to purchase any and all of its outstanding 3.50% Convertible Notes due 2012 (the Convertible Notes ).

The Tender Offer expired at 12:00 midnight, New York City time, at the end of Wednesday, March 9, 2011.

As of the expiration of the Tender Offer, \$91,215,000 aggregate principal amount of Convertible Notes, representing approximately 78.8% of the aggregate outstanding principal amount of Convertible Notes, were validly tendered and not validly withdrawn. The Company accepted for purchase all Convertible Notes that were validly tendered and not validly withdrawn. Following the settlement of the Tender Offer, approximately \$24.6 million aggregate principal amount of Convertible Notes remain outstanding.

As previously announced by the Company, the final purchase price per \$1,000 principal amount of Convertible Notes was \$2,541.72. The Company settled the Tender Offer on March 10, 2011 and paid an aggregate of approximately \$233.0 million, including accrued and unpaid interest to, but excluding, the settlement date, to purchase all Convertible Notes that were validly tendered and not validly withdrawn.

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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**

Date: March 10, 2011

By: /s/ Thomas G. Conforti  
Thomas G. Conforti  
Chief Financial Officer