

WYNDHAM WORLDWIDE CORP

Form 8-K

May 18, 2009

Table of Contents

**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) May 18, 2009 (May 12, 2009)

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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TABLE OF CONTENTS

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Item 9.01. Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

EX-10.1

Table of Contents

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the Wyndham Worldwide Corporation 2009 Annual Meeting of Shareholders held on May 12, 2009, the shareholders of Wyndham Worldwide Corporation (the Company), upon the recommendation of the Company's Board of Directors, approved the amendment and restatement of the Company's 2006 Equity and Incentive Plan (as amended and restated, the Plan) primarily for purposes of Section 162(m) of the Internal Revenue Code of 1986. The Company's Board of Directors had previously adopted the Plan, subject to shareholder approval.

A brief summary of the Plan is included as part of the third proposal entitled Proposal to Approve the Amendment and Restatement of the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan Primarily for Purposes of Section 162(m) of the Internal Revenue Code in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 2, 2009. The summary of the Plan contained in the Proxy Statement is qualified in its entirety by the full text of the Plan, which is filed with this Current Report on Form 8-K as [Exhibit 10.1](#) and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed with this report:

Exhibit No.	Description
Exhibit 10.1	Wyndham Worldwide Corporation 2006 Equity and Incentive Plan (Amended and Restated as of May 12, 2009).

Table of Contents

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: May 18, 2009

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

Table of Contents

WYNDHAM WORLDWIDE CORPORATION
CURRENT REPORT ON FORM 8-K
Report dated May 18, 2009
EXHIBIT INDEX

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