

**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) **August 15, 2019 (August 13, 2019)**

Wyndham Hotels & Resorts, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38432
(Commission File Number)

82-3356232
(IRS Employer
Identification No.)

**22 Sylvan Way
Parsippany, NJ**
(Address of Principal
Executive Offices)

07054
(Zip Code)

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

None
(Former Name or Former Address,
if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	WH	New York Stock Exchange

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Retirement of the Right Honourable Brian Mulroney

On August 13, 2019, the Right Honourable Brian Mulroney notified Wyndham Hotels & Resorts, Inc. (the “Company”) of his retirement from the Board of Directors of the Company (the “Board”), effective as of that date. Mr. Mulroney’s decision did not result from any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

The Company would like to thank the Right Honourable Brian Mulroney for his dedication, guidance and leadership during his nearly twenty-two year tenure with the Company and its predecessors, Wyndham Worldwide Corporation and Cendant Corporation.

Appointment of Ronald L. Nelson

On August 13, 2019, upon the recommendation of the Corporate Governance Committee, the Board appointed Ronald L. Nelson to the Board to serve as a Class I Director for a term expiring at the Company’s 2021 annual meeting of stockholders. Mr. Nelson was also appointed to serve on the Audit Committee and the Corporate Governance Committee. Mr. Nelson will receive compensation for his service as a Director consistent with the Company’s other non-employee Directors as described under “Compensation of Directors” in the Company’s 2019 Proxy Statement filed with the Securities and Exchange Commission on April 2, 2019.

The Board affirmatively determined that Mr. Nelson is independent under the guidelines set forth in the Company’s Director Independence Criteria and under applicable New York Stock Exchange rules and Rule 10A-3 of the Securities Exchange Act of 1934.

There are no transactions between Mr. Nelson and the Company that would be reportable under Item 404(a) of Regulation S-K, and there is no arrangement or understanding with any person pursuant to which Mr. Nelson was selected as a Director.

Item 8.01. Other Events.

On August 14, 2019, the Company issued a press release announcing, among other things, that the Board has approved an increase to the share repurchase authorization available under its existing share repurchase program by \$300 million. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release of Wyndham Hotels & Resorts, Inc., dated August 14, 2019, reporting share repurchase authorization.

WYNDHAM HOTELS & RESORTS, INC.
CURRENT REPORT ON FORM 8-K
Report Dated August 15, 2019
EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Press Release of Wyndham Hotels & Resorts, Inc., dated August 14, 2019, reporting share repurchase authorization.

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 HOTELS & RESORTS, INC.

Date: August 15, 2019

By: /s/ Nicola Rossi
Nicola Rossi
Chief Accounting Officer



WYNDHAM HOTELS & RESORTS INCREASES ITS SHARE REPURCHASE PROGRAM AND DECLARES QUARTERLY CASH DIVIDEND

PARSIPPANY, N.J., August 14, 2019 — Wyndham Hotels & Resorts, Inc. (NYSE: WH) announced today that its Board of Directors has increased the Company’s share repurchase authorization by \$300 million, giving the Company \$386 million of available repurchase authorization from July 1 going forward. The Company’s Board of Directors also declared a quarterly cash dividend.

“Since becoming an independent public company in June 2018, we have repurchased more than \$200 million of our common shares,” said Geoffrey A. Ballotti, chief executive officer. “We remain committed to returning a significant portion of our cash flow to our shareholders through dividends and buybacks, while maintaining flexibility to execute on our strategic growth initiatives.”

The amount and timing of specific repurchases are subject to market conditions, applicable legal requirements and other factors. Repurchases may be conducted in the open market or in privately negotiated transactions.

The Board of Directors also declared a quarterly cash dividend of \$0.29 per share on its common stock, payable September 30, 2019 to shareholders of record as of September 13, 2019.

About Wyndham Hotels & Resorts

Wyndham Hotels & Resorts (NYSE: WH) is the world’s largest hotel franchising company, with approximately 9,200 hotels across more than 80 countries on six continents. Through its network of approximately 817,000 rooms appealing to the everyday traveler, Wyndham commands a leading presence in the economy and midscale segments of the lodging industry. The Company operates a portfolio of 20 hotel brands, including Super 8®, Days Inn®, Ramada®, Microtel Inn & Suites®, La Quinta®, Wingate®, AmericInn®, Hawthorn Suites®, The Trademark Collection®, and Wyndham®. Wyndham Hotels & Resorts is also a leading provider of hotel management services, with more than 400 properties under management. The Company’s award-winning Wyndham Rewards loyalty program offers over 77 million enrolled members the opportunity to redeem points at thousands of hotels, vacation club resorts and vacation rentals globally. For more information, visit www.wyndhamhotels.com.

Forward-Looking Statements

Certain statements in this press release may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained in this press release include statements related to our quarterly dividend and share repurchases. These statements are made on the basis of our views and assumptions regarding future events and business performance as of the time the statements are made. Management does not undertake any obligation to update these statements. Actual results may differ materially from those expressed or implied. Such differences may result from actions taken by Wyndham Hotels, including restructuring or strategic initiatives; risks related to our spin-off as a newly independent company; risks related to the acquisition and integration of La Quinta; risks related to the planned termination of certain hotel-management agreements (which may not be completed on the terms currently anticipated or at all); risks related to the timing and amount of future share repurchases and dividends as well as the risks set forth in Wyndham Hotels' most recent Annual Report on Form 10-K and subsequent reports filed with the Securities and Exchange Commission.

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Contacts

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