**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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1. **Name and Address of Reporting Person**
   
   D'Emic Susana
   
   BOOKING HOLDINGS INC.
   800 CONNECTICUT AVENUE
   NORWALK CT 06854

2. **Issuer Name and Ticker or Trading Symbol**
   
   Booking Holdings Inc. [BKNG]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   03/04/2021

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   03/04/2021

5. **Relationship of Reporting Person(s) to Issuer**
   
   Director
   10% Owner
   Other (specify below)
   SVP, CAO & Controller

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 3)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock(1)</td>
<td>03/04/2021</td>
<td></td>
<td>F</td>
<td>81 D</td>
<td>2,189 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock(2)</td>
<td>03/04/2021</td>
<td></td>
<td>A</td>
<td>879 A</td>
<td>3,068 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock(3)</td>
<td>03/04/2021</td>
<td></td>
<td>A</td>
<td>53 A</td>
<td>3,121 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Code V (A) Date Exercisable Expiration Date</td>
<td>Amount or Number of Shares Title</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Code V (D) Date Exercisable Expiration Date</td>
<td>Amount or Number of Shares Title</td>
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</tbody>
</table>

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**Explanation of Responses:**

1. On March 4, 2021, 81 shares were withheld to satisfy certain tax withholding obligations related to the vesting of restricted stock units. The exact number of shares to be earned by Ms. D'Emic, which could range from one to two times the target grant amount, will depend upon, among other things, Booking Holdings Inc.'s financial performance. The earned shares will be issued, subject to continued employment, on or about March 4, 2024, or earlier, under certain circumstances described in the performance share unit agreement.

2. Represents a grant of restricted stock units. Subject to continued service, the shares will vest on March 4, 2022, or earlier under certain circumstances described in the restricted stock unit agreement.

3. On March 4, 2021, 81 shares were withheld to satisfy certain tax withholding obligations related to the vesting of restricted stock units.

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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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 4 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 Number.

/s/ Susana D'Emic

Signature of Reporting Person

03/05/2021

Date