

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

PRICELINE.COM INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware

06-1528493

(State of Incorporation or Organization)

(I.R.S. Employer
Identification no.)

Five High Ridge Park, Stamford, Connecticut

06905

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the
registration of a class of
securities pursuant to Section
12(b) of the Exchange Act and
is effective upon filing
pursuant to General
Instruction A.(c), please
check the following box. []

If this form relates to the
registration of a class of
securities pursuant to Section
12(g) of the Exchange Act and
is effective upon filing
pursuant to General
Instruction A.(d), please
check the following box. [x]

Securities Act registration statement file number to which this form relates:
333-69657

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

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

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

Common Stock, par value \$0.008

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

For a description of the securities to be registered hereunder,
reference is made to the information set forth under the heading "Description of
Capital Stock" in the Registrant's Prospectus, which constitutes a part of the
Registrant's Registration Statement on Form S-1 (File No. 333-69657), as
amended, filed under the Securities Act of 1933, as amended, which information
is hereby incorporated herein by reference.

Item 2. Exhibits

The following exhibits to this Registration Statement have been
filed as exhibits to the Registrant's Registration Statement on Form S-1 (File
No. 333-69657), as amended, filed under the Securities Act of 1933, as amended,
and are hereby incorporated herein by reference.

Exhibit
Number

Description of Exhibit

1. Form of Amended and Restated Certificate of Incorporation of the
Registrant to be filed on the closing of the offering.

2. Form of By-Laws of the Registrant to be filed on the closing of the offering.
3. Specimen Certificate for the Registrant's Common Stock.
4. Amended and Restated Registration Rights Agreement, dated as of December 8, 1998, among the Registrant and certain stockholders of the Registrant.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 18, 1999

priceline.com Incorporated

By: /s/ Paul E. Francis

Name: Paul E. Francis
Title: Chief Financial Officer