

# 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) April 26, 2022

### Booking Holdings Inc.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-36691**

(Commission File Number)

**06-1528493**

(IRS Employer Identification No.)

**800 Connecticut Avenue**

(Address of principal office)

**Norwalk**

**Connecticut**

**06854**

(zip code)

Registrant's telephone number, including area code: **(203) 299-8000**

**N/A**

(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-4c under the Exchange Act (17 CFR 240.13e-4(c))

Securities Registered Pursuant to Section 12(b) of the Act:

<b>Title of Each Class:</b>	<b>Trading Symbol</b>	<b>Name of Each Exchange on which Registered:</b>
Common Stock par value \$0.008 per share	BKNG	The NASDAQ Global Select Market
2.150% Senior Notes Due 2022	BKNG 22	The NASDAQ Stock Market LLC
2.375% Senior Notes Due 2024	BKNG 24	The NASDAQ Stock Market LLC
0.100% Senior Notes Due 2025	BKNG 25	The NASDAQ Stock Market LLC
1.800% Senior Notes Due 2027	BKNG 27	The NASDAQ Stock Market LLC
0.500% Senior Notes Due 2028	BKNG 28	The NASDAQ Stock Market LLC

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.**

On April 26, 2022, Booking Holdings Inc. (the "Company") announced that Bob van Dijk has decided to retire from the Company's Board of Directors (the "Board"), effective at the Company's Annual Meeting in June 2022 (the "Annual Meeting"), and therefore is not standing for re-election at the Annual Meeting. A copy of the press release announcing the retirement is furnished with this Current Report as Exhibit 99.1.

**Item 7.01. Regulation FD Disclosure.**

On April 26, 2022, the Company announced that it has nominated Sumit Singh, Chief Executive Officer of Chewy, Inc., a leading online destination for pet parents and partners, for election to the Board at the Annual Meeting.

A copy of the press release announcing the nomination is furnished with this Current Report as Exhibit 99.1.

The information furnished pursuant to this Item 7.01 of this Current Report is not "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and is not incorporated by reference into any registration statement or other document under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	Press release, dated April 26, 2022.
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

**SIGNATURES**

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.

BOOKING HOLDINGS INC.

By: /s/ Peter J. Millones

Name: Peter J. Millones

Title: Executive Vice President and General Counsel

Date: April 26, 2022

## **Sumit Singh, CEO of Chewy, Inc., Nominated for Election to the Booking Holdings Board of Directors**

NORWALK, Conn., April 26, 2022 -- The Board of Directors of Booking Holdings Inc. (NASDAQ: BKNG) today announced that it has nominated Sumit Singh, Chief Executive Officer of Chewy, Inc. - a leading online destination for pet parents and partners - for election to the Board at the company's Annual Meeting of Stockholders in June 2022.

Mr. Singh has held Chewy's CEO position since March 2018, and also serves on the company's Board of Directors. In 2019, he led the company through its initial public offering. Mr. Singh was subsequently named to the 2020 "Bloomberg 50," Bloomberg Businessweek's annual list of innovators, entrepreneurs, and leaders who have changed the global business landscape over the past year, and to other notable lists such as NRF Foundation's "The List of People Shaping Retail's Future 2022." Prior to joining Chewy, Mr. Singh held senior leadership positions at Amazon, and prior to Amazon, Mr. Singh served in senior management positions at Dell Technologies Inc. He has over 20 years global leadership experience that spans e-commerce, technology, retail, and logistics. He holds a Bachelor of Technology degree from Punjab Technical University and a Master's in Engineering from the University of Texas at Austin, as well as an MBA from the University of Chicago Booth School of Business.

"Sumit brings extensive executive experience across a number of online retailers that will be of great value to the Board and Holdings' leadership team. We are delighted to welcome him to the Board," said Robert J. Mylod Jr., Chair of Booking Holdings.

Booking Holdings also announced that Director Bob van Dijk has decided to retire from the Booking Holdings Board, effective at the Company's Annual Meeting in June.

"We would like to thank Bob for his commitment and service to the Booking Holdings Board and stockholders," said Mr. Mylod. "Bob brought extensive leadership, finance, global business, and internet/e-commerce experience and counsel to the Board, which has served our stockholders well. We wish him the very best in his future endeavors."

### **About Booking Holdings**

Booking Holdings (NASDAQ: BKNG) is the world's leading provider of online travel and related services, provided to consumers and local partners in more than 220 countries and territories through six primary consumer-facing brands: Booking.com, Priceline, Agoda, Rentalcars.com, KAYAK and OpenTable. The mission of Booking Holdings is to make it easier for everyone to experience the world. For more information, visit [BookingHoldings.com](https://www.BookingHoldings.com) and follow us on Twitter @BookingHoldings.