

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) November 12, 2021

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:

| Title of Each Class: | Trading Symbol | Name of Each Exchange on which Registered: |
|--|-----------------------|---|
| Common Stock par value \$0.008 per share | BKNG | The NASDAQ Global Select Market |
| 0.800% Senior Notes Due 2022 | BKNG 22A | The NASDAQ Stock Market LLC |
| 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 7.01. Regulation FD Disclosure.

On November 12, 2021, Booking Holdings Inc. announced that it entered into an agreement to acquire B2B distributor of hotel rooms, Getaroom. A copy of the press release announcing the proposed acquisition is furnished with this Current Report as Exhibit 99.1.

The information furnished pursuant to Item 7.01 of this Current Report shall not be deemed to be "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 shall not be incorporated by reference into any registration statement or other document under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | Press release dated November 12, 2021. |

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/ David I. Goulden
Name: David I. Goulden
Title: Executive Vice President and Chief Financial Officer

Date: November 12, 2021

Booking Holdings Enters Into Agreement To Acquire Getaroom

NORWALK, Conn., November 12, 2021--Booking Holdings Inc. (NASDAQ: BKNG) today announced that it has entered into an agreement to acquire B2B distributor of hotel rooms, Getaroom, from Court Square Capital Partners for approximately \$1.2 billion. Completion of the acquisition is subject to customary closing conditions, including regulatory approval. At closing, U.S.-based Getaroom will roll into Booking Holdings' Priceline brand. Through this reporting structure, Getaroom will join forces with Priceline's complementary Strategic Partnerships team, Priceline Partner Network, to form a new Strategic Partnerships business unit that will improve B2B distribution for hotel partners, while offering a robust accommodations technology stack for affiliate partners. The transaction is expected to increase value for both hotel and affiliate partners.

"As the travel industry continues to recover from the pandemic, we are continuously looking for opportunities to better support both our partners and our customers. Over the years, strategic partnerships have played an important role in our efforts to reach more customers through new channels," said Brett Keller, Chief Executive Officer of Priceline. "By combining the technology and expertise of Getaroom and Priceline, we can further streamline distribution for our hotel partners and provide new and better solutions for the U.S. accommodations segment."

"The combination of Getaroom and the Priceline Partner Network will enable accelerated growth behind our shared vision of delivering a more robust solution for our customers and affiliates and greatly simplify the complexity of global distribution for our hotel partners," said Matt Davis, Chief Executive Officer of Getaroom.

"Matt Davis and the leadership team at Getaroom have done a tremendous job managing the growth of the business over the years. The combination of Getaroom and Priceline Partner Network will help them create more value for their hotel and affiliate partners," said Joseph Silvestri, Managing Partner of Court Square Capital Partners.

Getaroom - which is based in Dallas, Texas and was founded in 2005 - has more than 150 affiliates. Getaroom will remain headquartered in Dallas and current Chief Executive Officer, Matt Davis, will lead Priceline's new Strategic Partnerships business unit.

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.

About Getaroom

Getaroom is a B2B-focused distributor of hotel rooms primarily serving leisure travelers within or traveling to North America. Getaroom's mission is to simplify the complexity and costs of global distribution for hotels and deliver a single supplier solution for partners around the world that desire to offer a hospitality experience to their members, employees or customers.

About Court Square Capital Partners

Court Square is a middle market private equity firm with one of the most experienced investment teams in the industry. Since 1979, Court Square has completed over 240 platform investments, helping managers, families and founder-owners to develop their companies into leaders in their

respective markets. Court Square invests in companies that have compelling growth potential in the business services, industrial, healthcare, and tech and telecom sectors. Court Square has \$7.65 billion of assets under management and is based in New York, N.Y. For more information on Court Square, please visit www.courtsquare.com.