UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2014

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 0-25581

The Priceline Group Inc.
(Exact name of Registrant as specified in its charter)

Delaware	**06-1528493**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

800 Connecticut Avenue
Norwalk, Connecticut 06854
(address of principal executive offices)

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

N/A
(Former name, former address and former fiscal year, if changed, since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Number of shares of Common Stock outstanding at August 1, 2014:

Common Stock, par value $0.008 per share	**52,447,706**
(Class)	(Number of Shares)

The Priceline Group Inc.
Form 10-Q

For the Three Months Ended June 30, 2014

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

The Priceline Group Inc.

UNAUDITED CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

	June 30, 2014	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 3,503,899	$ 1,289,994
Restricted cash	15,630	10,476
Short-term investments	3,660,807	5,462,720
Accounts receivable, net of allowance for doubtful accounts of $14,592 and $14,116, respectively	841,133	535,962
Prepaid expenses and other current assets	380,284	107,102
Deferred income taxes	107,006	74,687
Total current assets	8,508,759	7,480,941
Property and equipment, net	168,681	135,053
Intangible assets, net	976,946	1,019,985
Goodwill	1,905,551	1,767,912
Deferred income taxes	6,720	7,055
Other assets	33,666	33,514
Total assets	$ 11,600,323	$ 10,444,460
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 340,903	$ 247,345
Accrued expenses and other current liabilities	555,716	545,342
Deferred merchant bookings	569,310	437,127
Convertible debt (see Note 8)	41,316	151,931
Total current liabilities	1,507,245	1,381,745
Deferred income taxes	396,489	326,425
Other long-term liabilities	106,858	75,981
Convertible debt (see Note 8)	1,764,364	1,742,047
Total liabilities	3,774,956	3,526,198
Convertible debt (see Note 8)	1,335	8,533
Stockholders' equity:		
Common stock, $0.008 par value; authorized 1,000,000,000 shares, 61,770,386 and 61,265,160 shares issued, respectively	480	476
Treasury stock, 9,329,553 and 9,256,721 shares, respectively	(2,084,533)	(1,987,207)
Additional paid-in capital	4,703,329	4,592,979
Accumulated earnings	5,126,421	4,218,752
Accumulated other comprehensive income	78,335	84,729
Total stockholders' equity	7,824,032	6,909,729
Total liabilities and stockholders' equity	$ 11,600,323	$ 10,444,460

See Notes to Unaudited Consolidated Financial Statements.

The Priceline Group Inc.
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Agency revenues	$ 1,474,396	$ 1,064,640	$ 2,515,540	$ 1,834,568
Merchant revenues	567,253	580,224	1,094,251	1,108,788
Advertising and other revenues	81,926	35,374	155,586	38,894
Total revenues	2,123,575	1,680,238	3,765,377	2,982,250
Cost of revenues	240,579	296,383	475,910	588,730
Gross profit	1,882,996	1,383,855	3,289,467	2,393,520
Operating expenses:				
Advertising — Online	639,655	463,135	1,160,503	866,288
Advertising — Offline	58,026	32,130	111,500	59,859
Sales and marketing	75,053	59,855	139,364	112,118
Personnel, including stock-based compensation of $35,168, $34,736, $73,971 and $56,445, respectively	221,852	165,997	416,383	300,215
General and administrative	91,067	64,921	164,048	115,082
Information technology	24,042	16,959	47,266	30,181
Depreciation and amortization	40,287	26,027	78,663	45,107
Total operating expenses	1,149,982	829,024	2,117,727	1,528,850
Operating income	733,014	554,831	1,171,740	864,670
Other income (expense):				
Interest income	1,634	1,141	2,675	2,015
Interest expense	(17,106)	(19,633)	(34,851)	(36,962)
Foreign currency transactions and other	(1,777)	(782)	(7,746)	(3,724)
Total other income (expense)	(17,249)	(19,274)	(39,922)	(38,671)
Earnings before income taxes	715,765	535,557	1,131,818	825,999
Income tax expense	139,314	98,117	224,149	144,267
Net income	576,451	437,440	907,669	681,732
Less: net income attributable to noncontrolling interests	—	114	—	135
Net income applicable to common stockholders	$ 576,451	$ 437,326	$ 907,669	$ 681,597
Net income applicable to common stockholders per basic common share	$ 11.00	$ 8.62	$ 17.36	$ 13.54
Weighted average number of basic common shares outstanding	52,397	50,760	52,275	50,348
Net income applicable to common stockholders per diluted common share	$ 10.89	$ 8.39	$ 17.12	$ 13.18
Weighted average number of diluted common shares outstanding	52,955	52,111	53,004	51,732

See Notes to Unaudited Consolidated Financial Statements.

The Priceline Group Inc.
UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	**2013**	**2014**	**2013**
Net income	$ 576,451	$ 437,440	$ 907,669	$ 681,732
Other comprehensive income, net of tax				
Foreign currency translation adjustments (1)	(14,499)	14,787	(6,585)	(61,819)
Unrealized gain (loss) on marketable securities (2)	83	(540)	191	(501)
Comprehensive income	562,035	451,687	901,275	619,412
Less: Comprehensive income (loss) attributable to noncontrolling interests (See Note 11)	—	1,883	—	(10,279)
Comprehensive income attributable to common stockholders	$ 562,035	$ 449,804	$ 901,275	$ 629,691

(1) Net of tax of $14,208 and $15,345 for the three and six months ended June 30, 2014, respectively, and net of tax benefit of $12,613 and tax of $14,284 for the three and six months ended 2013, respectively, associated with hedges of foreign denominated net assets. See Note 12.

(2) Net of tax of $5 and $54 for the three and six months ended June 30, 2014, respectively, and net of tax benefit of $258 and $251 for the three and six months ended 2013, respectively.

See Notes to Unaudited Consolidated Financial Statements.

The Priceline Group Inc.
UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2014
(In thousands)

	Common Stock		Treasury Stock					
	Shares	**Amount**	**Shares**	**Amount**	**Additional Paid-In Capital**	**Accumulated Earnings**	**Accumulated Other Comprehensive Income**	**Total**
Balance, December 31, 2013	61,265	$ 476	(9,257)	$(1,987,207)	$4,592,979	$ 4,218,752	$ 84,729	$6,909,729
Net income applicable to common stockholders	—	—	—	—	—	907,669	—	907,669
Foreign currency translation adjustments, net of tax of $15,345	—	—	—	—	—	—	(6,585)	(6,585)
Unrealized gain on marketable securities, net of tax of $54	—	—	—	—	—	—	191	191
Reclassification adjustment for convertible debt in mezzanine	—	—	—	—	7,198	—	—	7,198
Exercise of stock options and vesting of restricted stock units and performance share units	216	2	—	—	9,684	—	—	9,686
Repurchase of common stock	—	—	(72)	(97,326)	—	—	—	(97,326)
Stock-based compensation and other stock-based payments	—	—	—	—	75,151	—	—	75,151
Conversion of debt	289	2	—	—	511	—	—	513
Vested stock options assumed in an acquisition	—	—	—	—	5,584	—	—	5,584
Excess tax benefit on stock-based compensation	—	—	—	—	12,222	—	—	12,222
Balance, June 30, 2014	61,770	$ 480	(9,329)	$(2,084,533)	$4,703,329	$ 5,126,421	$ 78,335	$7,824,032

See Notes to Unaudited Consolidated Financial Statements.

The Priceline Group Inc.
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
OPERATING ACTIVITIES:		
Net income	$ 907,669	$ 681,732
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	32,889	21,068
Amortization	45,774	24,039
Provision for uncollectible accounts, net	8,122	8,181
Deferred income taxes	26,070	(3,312)
Stock-based compensation expense and other stock-based payments	75,151	56,804
Amortization of debt issuance costs	2,585	2,879
Amortization of debt discount	24,259	24,232
Loss on early extinguishment of debt	6,129	—
Changes in assets and liabilities:		
Accounts receivable	(312,959)	(242,983)
Prepaid expenses and other current assets	(263,963)	(133,058)
Accounts payable, accrued expenses and other current liabilities	312,925	328,010
Other	2,334	8,907
Net cash provided by operating activities	866,985	776,499
INVESTING ACTIVITIES:		
Purchase of investments	(4,305,033)	(4,226,562)
Proceeds from sale of investments	6,078,411	3,652,653
Additions to property and equipment	(61,986)	(36,481)
Acquisitions and other equity investments, net of cash acquired	(101,050)	(330,844)
Proceeds from settlement of foreign currency contracts	9,029	—
Payments on foreign currency contracts	(78,866)	(44,187)
Change in restricted cash	(5,194)	(546)
Net cash provided by (used in) investing activities	1,535,311	(985,967)
FINANCING ACTIVITIES:		
Proceeds from the issuance of convertible debt	—	980,000
Payment of debt issuance costs	—	(29)
Payments related to conversion of senior notes	(117,830)	—
Repurchase of common stock	(97,326)	(423,285)
Payments to purchase subsidiary shares from noncontrolling interests	—	(192,530)
Payments of stock issuance costs	—	(1,191)
Proceeds from exercise of stock options	9,686	72,810
Excess tax benefit on stock-based compensation	12,222	17,767
Net cash (used in) provided by financing activities	(193,248)	453,542
Effect of exchange rate changes on cash and cash equivalents	4,857	(18,209)
Net increase in cash and cash equivalents	2,213,905	225,865
Cash and cash equivalents, beginning of period	1,289,994	1,536,349
Cash and cash equivalents, end of period	$ 3,503,899	$ 1,762,214
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for income taxes	$ 385,506	$ 247,037
Cash paid during the period for interest	$ 8,080	$ 9,540
Non-cash fair value increase for redeemable noncontrolling interests	$ —	$ 42,522
Non-cash investing activity for contingent consideration	$ 24,377	$ —
Non-cash financing activity for acquisitions	$ 5,584	$ 1,545,042

See Notes to Unaudited Consolidated Financial Statements.

The Priceline Group Inc.
Notes to Unaudited Consolidated Financial Statements

1. BASIS OF PRESENTATION

On April 1, 2014, the Company changed its name from priceline.com Incorporated to The Priceline Group Inc. The Priceline Group Inc. (the "Company") is responsible for the Unaudited Consolidated Financial Statements included in this document. The Unaudited Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and include all normal and recurring adjustments that management of the Company considers necessary for a fair presentation of its financial position and operating results. The Company prepared the Unaudited Consolidated Financial Statements following the requirements of the Securities and Exchange Commission for interim reporting. As permitted under those rules, the Company condensed or omitted certain footnotes or other financial information that are normally required by GAAP for annual financial statements. These statements should be read in combination with the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

The Unaudited Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries, including KAYAK Software Corporation ("KAYAK") since its acquisition on May 21, 2013. All inter-company accounts and transactions have been eliminated in consolidation. The functional currency of the Company's foreign subsidiaries is generally the respective local currency. Assets and liabilities are translated into U.S. Dollars at the rate of exchange existing at the balance sheet date. Income statement amounts are translated at the average exchange rates for the period. Translation gains and losses are included as a component of "Accumulated other comprehensive income" on the accompanying Unaudited Consolidated Balance Sheets. Foreign currency transaction gains and losses are included on the Unaudited Consolidated Statements of Operations in "Foreign currency transactions and other."

Revenues, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these interim financial statements may not be the same as those for the full year.

Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") issued an accounting update which provides guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward or a tax credit carryforward exists in the same taxing jurisdiction. Per this guidance, an entity must present the unrecognized tax benefit as a reduction to a deferred tax asset, except when the carryforward is not available as of the reporting date under the governing tax law to settle taxes or the entity does not intend to use the deferred tax asset for this purpose. This amendment does not impact the recognition or measurement of uncertain tax positions or the disclosure reconciliation of gross unrecognized tax benefits. The update is effective for public companies beginning after December 15, 2013. The Company adopted this update in the first quarter of 2014 and this accounting update did not have an impact on the Company's consolidated balance sheet.

In April 2014, the FASB issued an accounting update which amends the definition of a discontinued operation. The new definition limits discontinued operations reporting to disposals of components of an entity that represent strategic shifts that have or will have a major effect on an entity's operations and financial results. The new definition includes an acquired business that is classified as held for sale at the date of acquisition. The accounting update requires new disclosures of both discontinued operations and a disposal of an individually significant component of an entity. The accounting update is effective for annual and interim periods beginning on or after December 15, 2014. Early adoption is permitted but only for disposals that have not been reported in financial statements previously issued.

In May 2014, the FASB and the International Accounting Standards Board ("IASB") issued a new accounting standard on the recognition of revenue from contracts with customers that is designed to create greater comparability for financial statement users across industries and jurisdictions. The core principle of the standard is that an "entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services". Additionally, the new guidance specifies the accounting for some costs to obtain or fulfill a contract with a customer. The new standard will also require enhanced disclosures. The accounting standard is effective for public entities for annual and interim periods beginning after December 15, 2016. Early adoption is not permitted under U.S. GAAP and retrospective application is permitted but not required. The Company is currently evaluating the impact on its consolidated financial statements of adopting this new guidance.

2. STOCK-BASED EMPLOYEE COMPENSATION

Stock-based compensation expense included in personnel expenses in the Unaudited Consolidated Statements of Operations was approximately $35.2 million and $34.7 million for the three months ended June 30, 2014 and 2013, respectively, and $74.0 million and $56.4 million for the six months ended June 30, 2014 and 2013, respectively.

The cost of stock-based transactions is recognized in the financial statements based upon fair value. Fair value is recognized as expense on a straight line basis, net of estimated forfeitures, over the employee requisite service period. The fair value of performance share units and restricted stock units is determined based on the number of units granted and the quoted price of the Company's common stock as of the grant date. Stock-based compensation related to performance share units reflects the estimated probable outcome at the end of the performance period. The fair value of employee stock options assumed in acquisitions was determined using the Black-Scholes model and the market value of the Company's common stock at the respective acquisition date.

Restricted Stock Units and Performance Share Units

The following table summarizes the activity of restricted stock units and performance share units ("share-based awards") during the six months ended June 30, 2014:

Share-Based Awards	Shares	Weighted Average Grant Date Fair Value
Unvested at December 31, 2013	534,319	$ 615.10
Granted	101,003	$ 1,328.71
Vested	(181,920)	$ 470.62
Performance Share Units Adjustment	27,384	$ 795.67
Forfeited	(4,966)	$ 843.61
Unvested at June 30, 2014	475,820	$ 829.82

As of June 30, 2014, there was $234.9 million of total future compensation cost related to unvested share-based awards to be recognized over a weighted-average period of 2.1 years.

During the six months ended June 30, 2014, the Company made broad-based grants of 35,788 restricted stock units that generally vest after three years. These share-based awards had a total grant date fair value of $47.2 million based on a weighted average grant date fair value per share of $1,319.74.

In addition, during the six months ended June 30, 2014, the Company granted 65,215 performance share units to executives and certain other employees. The performance share units had a total grant date fair value of $87.0 million based upon a weighted average grant date fair value per share of $1,333.63. The performance share units are payable in shares of the Company's common stock upon vesting. Subject to certain exceptions for terminations other than for "cause," for "good reason" or on account of death or disability, recipients of these performance share units must continue their service through the three year requisite service period in order to receive any shares. Stock-based compensation related to performance share units reflects the estimated probable outcome at the end of the performance period. The actual number of shares to be issued on the vesting date will be determined upon completion of the performance period, which, for most of these performance share units, ends December 31, 2016, assuming there is no accelerated vesting for, among other things, a termination of employment under certain circumstances. As of June 30, 2014, the estimated number of probable shares to be issued is a total of 65,215 shares. If the maximum performance thresholds are met at the end of the performance period, a maximum number of 130,430 total shares could be issued. If the minimum performance thresholds are not met, 45,786 shares would be issued at the end of the performance period.

2013 Performance Share Units

During the year ended December 31, 2013, the Company granted 104,865 performance share units with a grant date fair value of $74.4 million, based on a weighted average grant date fair value per share of $709.74. The actual number of shares to be issued will be determined upon completion of the performance period which ends December 31, 2015.

At June 30, 2014, there were 103,104 unvested 2013 performance share units outstanding, net of performance share units that were forfeited or vested since the grant date. As of June 30, 2014, the number of shares estimated to be issued pursuant to these performance share units at the end of the performance period is a total of 196,495 shares. If the maximum thresholds are met at the end of the performance period, a maximum of 225,778 total shares could be issued pursuant to these performance share units. If the minimum performance thresholds are not met, 40,408 shares would be issued at the end of the performance period.

2012 Performance Share Units

During the year ended December 31, 2012, the Company granted 60,365 performance share units with a grant date fair value of $39.0 million, based on a weighted average grant date fair value per share of $645.86. The actual number of shares to be issued will be determined upon completion of the performance period which ends December 31, 2014.

At June 30, 2014, there were 57,927 unvested 2012 performance share units outstanding, net of performance share units that were forfeited or vested since the grant date. As of June 30, 2014, the number of shares estimated to be issued pursuant to these performance share units at the end of the performance period is a total of 98,566 shares. If the maximum performance thresholds are met at the end of the performance period, a maximum of 115,854 total shares could be issued pursuant to these performance share units. If the minimum performance thresholds are not met, 36,173 shares would be issued at the end of the performance period.

Stock Options - Other than Stock Options Assumed in Acquisitions

The disclosures in this paragraph do not include employee stock options assumed in acquisitions (described below). During the six months ended June 30, 2014, stock options were exercised for 4,700 shares of common stock with a weighted average exercise price per share of $22.47 and an aggregate intrinsic value of $5.8 million. As of June 30, 2014, the aggregate number of shares subject to stock options outstanding and exercisable was 4,300, with a weighted average exercise price per share of $22.64, a weighted average remaining term of 0.8 years and an aggregate intrinsic value of $5.1 million.

Employee Stock Options Assumed in Acquisitions

The Company assumed vested and unvested employee stock options as part of the acquisitions completed in the second quarters of 2013 and 2014. The following table summarizes the activity of these assumed employee stock options for the six months ended June 30, 2014:

Assumed Employee Stock Options	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value (in thousands)	Weighted Average Remaining Contractual Term (in years)
Balance, December 31, 2013	128,708	$ 335.83	$ 106,386	6.9
Assumed in acquisition	10,520	$ 122.75		
Exercised	(28,933)	$ 319.40		
Forfeited	(172)	$ 452.47		
Balance, June 30, 2014	110,123	$ 319.61	$ 97,282	6.7
Vested and exercisable as of June 30, 2014	76,412	$ 269.43	$ 71,336	5.9
Vested and exercisable as of June 30, 2014 and expected to vest thereafter, net of estimated forfeitures	108,387	$ 318.09	$ 95,913	6.6

The aggregate intrinsic value of employee stock options assumed in acquisitions that were exercised during the six months ended June 30, 2014 was $28.1 million. During the six months ended June 30, 2014, assumed unvested employee stock options vested for 15,363 shares of common stock with an acquisition date fair value of $6.5 million.

For the three and six months ended June 30, 2014, the Company recorded stock-based compensation expense related to these unvested assumed employee stock options of $2.7 million and $6.8 million, respectively, and $11.0 million for the three months ended June 30, 2013. As of June 30, 2014, there was $17.0 million of total future compensation costs related to unvested assumed employee stock options to be recognized over a weighted-average period of 2.5 years.

3. NET INCOME PER SHARE

The Company computes basic net income per share by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per share is based upon the weighted average number of common and common equivalent shares outstanding during the period.

Common equivalent shares related to stock options, restricted stock units and performance share units are calculated using the treasury stock method. Performance share units are included in the weighted average common equivalent shares based on the number of shares that would be issued if the end of the reporting period were the end of the performance period, if the result would be dilutive.

The Company's convertible debt issues have net share settlement features requiring the Company upon conversion to settle the principal amount of the debt for cash and the conversion premium for cash or shares of the Company's common stock, at the Company's option. The convertible notes are included in the calculation of diluted net income per share if their inclusion is dilutive under the treasury stock method.

A reconciliation of the weighted average number of shares outstanding used in calculating diluted earnings per share is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Weighted average number of basic common shares outstanding	52,397	50,760	52,275	50,348
Weighted average dilutive stock options, restricted stock units and performance share units	188	207	271	277
Assumed conversion of Convertible Senior Notes	370	1,144	458	1,107
Weighted average number of diluted common and common equivalent shares outstanding	52,955	52,111	53,004	51,732
Anti-dilutive potential common shares	2,161	3,108	2,077	3,044

Anti-dilutive potential common shares for the six months ended June 30, 2014 include approximately 1.6 million shares that could be issued under the Company's outstanding convertible notes. Under the treasury stock method, the convertible notes will generally have a dilutive impact on net income per share if the Company's average stock price for the period exceeds the conversion price for the convertible notes.

4. INVESTMENTS

The following table summarizes, by major security type, the Company's short-term investments as of June 30, 2014 (in thousands):

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale securities				
Foreign government securities	$ 2,291,203	$ 669	$ (365)	$ 2,291,507
U.S. government securities	1,369,107	234	(41)	1,369,300
Total	$ 3,660,310	$ 903	$ (406)	$ 3,660,807

As of June 30, 2014, foreign government securities included investments in debt securities issued by the governments of Germany, the Netherlands, and the United Kingdom.

The following table summarizes, by major security type, the Company's short-term investments as of December 31, 2013 (in thousands):

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale securities				
Foreign government securities	$ 4,019,530	$ 233	$ (356)	$ 4,019,407
U.S. government securities	1,443,083	250	(20)	1,443,313
Total	$ 5,462,613	$ 483	$ (376)	$ 5,462,720

There were no realized gains or losses related to investments for the three and six months ended June 30, 2014 and 2013.

On August 6, 2014, the Company used its international cash to invest in a five-year Senior Convertible Note issued by Ctrip.com International Ltd. ("Ctrip"). The Note was issued at par with an aggregate principal amount of $500 million.

5. FAIR VALUE MEASUREMENTS

Financial assets and liabilities carried at fair value as of June 30, 2014 are classified in the tables below in the categories described below (in thousands):

	Level 1	Level 2	Level 3	Total
ASSETS:				
Short-term investments				
Foreign government securities	$ —	$ 2,291,507	$ —	$ 2,291,507
U.S. government securities	—	1,369,300	—	1,369,300
Foreign exchange derivatives	—	6,438	—	6,438
Total assets at fair value	$ —	$ 3,667,245	$ —	$ 3,667,245

	Level 1	Level 2	Level 3	Total
LIABILITIES:				
Foreign exchange derivatives	$ —	$ 25,411	$ —	$ 25,411

Financial assets and liabilities carried at fair value as of December 31, 2013 are classified in the tables below in the categories described below (in thousands):

	Level 1	Level 2	Level 3	Total
ASSETS:				
Short-term investments				
Foreign government securities	$ —	$ 4,019,407	$ —	$ 4,019,407
U.S. government securities	—	1,443,313	—	1,443,313
Foreign exchange derivatives	—	292	—	292
Total assets at fair value	$ —	$ 5,463,012	$ —	$ 5,463,012

	Level 1	Level 2	Level 3	Total
LIABILITIES:				
Foreign exchange derivatives	$ —	$ 122,091	$ —	$ 122,091

There are three levels of inputs to measure fair value. The definition of each input is described below:

Level 1: Quoted prices in active markets that are accessible by the Company at the measurement date for identical assets and liabilities.

Level 2:	Inputs that are observable, either directly or indirectly. Such prices may be based upon quoted prices for identical or comparable securities in active markets or inputs not quoted on active markets, but corroborated by market data.
Level 3:	Unobservable inputs are used when little or no market data is available.

Investments in foreign government and U.S. Treasury securities are considered "Level 2" valuations because the Company has access to quoted prices, but does not have visibility to the volume and frequency of trading for all of these investments. For the Company's investments, a market approach is used for recurring fair value measurements and the valuation techniques use inputs that are observable, or can be corroborated by observable data, in an active marketplace.

The Company's derivative instruments are valued using pricing models. Pricing models take into account the contract terms as well as multiple inputs where applicable, such as interest rate yield curves, option volatility and currency rates. Derivatives are considered "Level 2" fair value measurements. The Company's derivative instruments are typically short-term in nature.

As of June 30, 2014 and December 31, 2013, the carrying value of the Company's cash and cash equivalents approximated their fair value and consisted primarily of foreign and U.S. government securities and bank deposits. Other financial assets and liabilities, including restricted cash, accounts receivable, accounts payable, accrued expenses and deferred merchant bookings are carried at cost which approximates their fair value because of the short-term nature of these items. See Note 4 for information on the carrying value of investments and Note 8 for the estimated fair value of the Company's Senior Convertible Notes.

In the normal course of business, the Company is exposed to the impact of foreign currency fluctuations. The Company limits these risks by following established risk management policies and procedures, including the use of derivatives. The Company does not use derivatives for trading or speculative purposes. All derivative instruments are recognized on the Unaudited Consolidated Balance Sheets at fair value. Gains and losses resulting from changes in the fair value of derivative instruments which are not designated as hedging instruments for accounting purposes are recognized on the Unaudited Consolidated Statements of Operations in the period that the changes occur. Changes in the fair value of derivatives designated as net investment hedges are recorded as currency translation adjustments to offset a portion of the translation adjustment of the international subsidiary's net assets and are recognized on the Unaudited Consolidated Balance Sheets in "Accumulated other comprehensive income."

<u>Derivatives Not Designated as Hedging Instruments</u> — The Company is exposed to adverse movements in currency exchange rates as the operating results of its international operations are translated from local currency into U.S. Dollars upon consolidation. The Company's derivative contracts principally address short-term foreign exchange fluctuations for the Euro and British Pound Sterling versus the U.S. Dollar. As of June 30, 2014 and December 31, 2013, there were no outstanding derivative contracts associated with foreign currency translation risk. Foreign exchange gains of $4.6 million and $4.3 million for the three and six months ended June 30, 2014, respectively, compared to foreign exchange gains of $1.8 million and $2.2 million for the three and six months ended June 30, 2013, respectively, were recorded in "Foreign currency transactions and other" in the Unaudited Consolidated Statements of Operations.

The Company also enters into foreign currency forward contracts to hedge its exposure to the impact of movements in currency exchange rates on its transactional balances denominated in currencies other than the functional currency. Foreign exchange derivatives outstanding as of June 30, 2014 associated with hedging these risks resulted in a net asset of $0.2 million, with $0.4 million recorded in "Prepaid expenses and other current assets" and $0.2 million recorded in "Accrued expenses and other current liabilities" on the Unaudited Consolidated Balance Sheet. Foreign exchange derivatives outstanding as of December 31, 2013 associated with hedging these risks resulted in a net liability of $0.5 million, with $0.6 million recorded in "Accrued expenses and other current liabilities" and $0.1 million recorded in "Prepaid expenses and other current assets" on the Unaudited Consolidated Balance Sheet. Foreign exchange losses of $4.6 million and $4.0 million for the three and six months ended June 30, 2014, respectively, compared to foreign exchange gains of $3.5 million and $0.3 million for the three and six months ended June 30, 2013, respectively, were recorded related to these derivatives in "Foreign currency transactions and other" in the Unaudited Consolidated Statements of Operations.

The settlement of derivative contracts not designated as hedging instruments resulted in a net cash outflow of $2.5 million for the six months ended June 30, 2014 compared to a net cash inflow of $1.5 million for the six months ended June 30, 2013, and are reported within "Net cash provided by operating activities" on the Unaudited Consolidated Statements of Cash Flows.

Derivatives Designated as Hedging Instruments — As of June 30, 2014 and December 31, 2013, the Company had outstanding foreign currency forward contracts with a notional value of 2.0 billion Euros and 3.0 billion Euros, respectively, to hedge a portion of its net investment in a foreign subsidiary. These contracts are all short-term in nature. Hedge ineffectiveness is assessed and measured based on changes in forward exchange rates. The fair value of these derivatives at June 30, 2014 was a net liability of $19.2 million, with $25.2 million recorded in "Accrued expenses and other current liabilities" and $6.0 million recorded in "Prepaid expenses and other current assets" on the Unaudited Consolidated Balance Sheet. The fair value of these derivatives at December 31, 2013 was a net liability of $121.3 million, with $121.5 million recorded in "Accrued expenses and other current liabilities" and $0.2 million recorded in "Prepaid expenses and other current assets" on the Unaudited Consolidated Balance Sheet. Net cash outflows of $69.8 million and $44.2 million for the six months ended June 30, 2014 and 2013, respectively, were reported within "Net cash provided by (used in) investing activities" on the Unaudited Consolidated Statements of Cash Flows.

6. INTANGIBLE ASSETS AND GOODWILL

The Company's intangible assets at June 30, 2014 and December 31, 2013 consisted of the following (in thousands):

	June 30, 2014			December 31, 2013				
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Amortization Period	Weighted Average Useful Life
Supply and distribution agreements	$ 582,875	$ (179,841)	$ 403,034	$ 581,742	$ (160,499)	$ 421,243	10 - 20 years	16 years
Technology	94,137	(36,602)	57,535	93,322	(29,271)	64,051	1 - 5 years	5 years
Patents	1,623	(1,501)	122	1,623	(1,478)	145	15 years	15 years
Internet domain names	46,562	(15,697)	30,865	45,799	(12,112)	33,687	2 - 20 years	8 years
Trade names	548,925	(63,539)	485,386	548,243	(47,388)	500,855	5 - 20 years	19 years
Other	141	(137)	4	141	(137)	4	3 - 10 years	3 years
Total intangible assets	$ 1,274,263	$ (297,317)	$ 976,946	$ 1,270,870	$ (250,885)	$ 1,019,985		

Intangible assets with determinable lives are amortized on a straight-line basis. Intangible asset amortization expense was approximately $23.0 million and $45.8 million for the three and six months ended June 30, 2014, respectively, and $14.8 million and $24.0 million for the three and six months ended June 30, 2013, respectively.

The amortization expense for intangible assets for the remainder of 2014, the annual expense for the next five years, and the expense thereafter is expected to be as follows (in thousands):

2014	$	45,826
2015		88,141
2016		84,757
2017		80,608
2018		64,646
2019		55,767
Thereafter		557,201
	$	976,946

The change in goodwill for the six months ended June 30, 2014 consists of the following (in thousands):

Balance at December 31, 2013	$	1,767,912
Acquisitions		130,709
Currency translation adjustments		6,930
Balance at June 30, 2014	$	1,905,551

A substantial portion of the intangibles and goodwill relates to the acquisition of the KAYAK business in May 2013.

7. OTHER ASSETS

Other assets at June 30, 2014 and December 31, 2013 consisted of the following (in thousands):

		June 30, 2014		December 31, 2013
Deferred debt issuance costs	$	13,880	$	16,465
Security deposits		12,483		10,617
Other		7,303		6,432
Total	$	33,666	$	33,514

Deferred debt issuance costs arose from (i) the $1.0 billion aggregate principal amount of 1.0% Convertible Senior Notes, due March 15, 2018, issued in March 2012; (ii) a $1.0 billion revolving credit facility entered into in October 2011; (iii) the Company's issuance, in March 2010, of the $575.0 million aggregate principal amount of 1.25% Convertible Senior Notes, due March 15, 2015, and (iv) the $1.0 billion aggregate principal amount of 0.35% Convertible Senior Notes, due June 15, 2020, issued in May 2013. Deferred debt issuance costs are being amortized using the effective interest rate method and the period of amortization was determined at inception of the related debt agreements based upon the stated maturity dates. Unamortized debt issuance costs written off to interest expense in the three and six months ended June 30, 2014 related to early conversion of convertible debt amounted to $0.2 million and $0.5 million, respectively. Security deposits principally relate to the Company's leased office spaces.

8. DEBT

Revolving Credit Facility

In October 2011, the Company entered into a $1.0 billion five-year unsecured revolving credit facility with a group of lenders. Borrowings under the revolving credit facility will bear interest, at the Company's option, at a rate per annum equal to either (i) the adjusted LIBOR for the interest period in effect for such borrowing plus an applicable margin ranging from 1.00% to 1.50%; or (ii) the greatest of (a) JPMorgan Chase Bank, National Association's prime lending rate, (b) the federal funds rate plus 0.50%, and (c) an adjusted LIBOR for an interest period of one month plus 1.00%, plus an applicable margin ranging from 0.00% to 0.50%. Undrawn balances available under the revolving credit facility are subject to commitment fees at the applicable rate ranging from 0.10% to 0.25%.

The revolving credit facility provides for the issuance of up to $100.0 million of letters of credit as well as borrowings of up to $50.0 million on same-day notice, referred to as swingline loans. Borrowings under the revolving credit facility may be made in U.S. Dollars, Euros, British Pounds Sterling and any other foreign currency agreed to by the lenders. The proceeds of loans made under the facility will be used for working capital and general corporate purposes.

As of June 30, 2014 and December 31, 2013, there were no borrowings under the facility and there were approximately $2.4 million and $2.2 million of letters of credit issued under the facility, respectively. In connection with the acquisition of OpenTable, Inc. ("OpenTable") on July 24, 2014, the Company borrowed $995.0 million under the revolving credit facility (see Note 14).

Convertible Debt

Convertible debt as of June 30, 2014 consisted of the following (in thousands):

June 30, 2014	**Outstanding Principal Amount**	**Unamortized Debt Discount**	**Carrying Value**
1.25% Convertible Senior Notes due March 2015	$ 42,651	$ (1,335)	$ 41,316
1.0% Convertible Senior Notes due March 2018	1,000,000	(85,911)	914,089
0.35% Convertible Senior Notes due June 2020	1,000,000	(149,725)	850,275
Outstanding convertible debt	$ 2,042,651	$ (236,971)	$ 1,805,680

Convertible debt as of December 31, 2013 consisted of the following (in thousands):

December 31, 2013	**Outstanding Principal Amount**	**Unamortized Debt Discount**	**Carrying Value**
1.25% Convertible Senior Notes due March 2015	$ 160,464	$ (8,533)	$ 151,931
1.0% Convertible Senior Notes due March 2018	1,000,000	(96,797)	903,203
0.35% Convertible Senior Notes due June 2020	1,000,000	(161,156)	838,844
Outstanding convertible debt	$ 2,160,464	$ (266,486)	$ 1,893,978

Based upon the closing price of the Company's common stock for the prescribed measurement period during the three months ended June 30, 2014 and December 31, 2013, the contingent conversion threshold on the 2015 Notes (as defined below) was exceeded. Therefore, the 2015 Notes were convertible at the option of the holders. Accordingly, the Company reported the carrying value of the 2015 Notes as a current liability as of June 30, 2014 and December 31, 2013. Since these notes are convertible at the option of the holders and the principal amount is required to be paid in cash, the difference between the principal amount and the carrying value is reflected as convertible debt in the mezzanine section on the Company's Unaudited Consolidated Balance Sheets. Therefore, with respect to the 2015 Notes, the Company reclassified $1.3 million and $8.5 million before tax from additional paid-in capital to convertible debt in the mezzanine section on the Company's Unaudited Consolidated Balance Sheets as of June 30, 2014 and December 31, 2013, respectively. The determination of whether or not the 2015 Notes are convertible must continue to be performed on a quarterly basis. Consequently, the 2015 Notes may not be convertible in future quarters, and therefore may again be classified as long-term debt, if the contingent conversion threshold is not met in such quarters.

If the note holders exercise their option to convert, the Company delivers cash to repay the principal amount of the notes and delivers shares of common stock or cash, at its option, to satisfy the conversion value in excess of the principal amount. In cases where holders decide to convert prior to the maturity date, the Company writes off the proportionate amount of remaining debt issuance costs to interest expense. For the six months ended June 30, 2014, the Company paid $117.8 million to satisfy the aggregate principal amount due and issued 289,430 shares of its common stock in satisfaction of the conversion value in excess of the principal amount for debt converted prior to maturity. As of August 4, 2014, the Company had received early conversion notices that were settled in the third quarter of 2014 for an aggregate principal amount of approximately $4 million and issued shares of its common stock to satisfy the conversion value in excess of the principal amount associated with the 1.25% Convertible Senior Notes due March 2015.

The contingent conversion thresholds on the 2018 Notes (as defined below) and the 2020 Notes (as defined below) were not exceeded at June 30, 2014 or December 31, 2013, and therefore these Notes are reported as a non-current liability on the Unaudited Consolidated Balance Sheets.

As of June 30, 2014 and December 31, 2013, the estimated market value of the outstanding convertible senior notes was approximately $2.8 billion and $3.1 billion, respectively, and was considered a "Level 2" fair value measurement (see Note 5). Fair value was estimated based upon actual trades at the end of the reporting period or the most recent trade available as well as the Company's stock price at the end of the reporting period. A substantial portion of the market value of the Company's debt in excess of the outstanding principal amount relates to the conversion premium on the convertible senior notes.

Description of Senior Notes

In May 2013, the Company issued in a private placement $1.0 billion aggregate principal amount of Convertible Senior Notes due June 15, 2020, with an interest rate of 0.35% (the "2020 Notes"). The 2020 Notes were issued with an initial discount of $20.0 million. The Company paid $1.0 million in debt issuance costs during the year ended December 31, 2013, related to this offering. The 2020 Notes are convertible, subject to certain conditions, into the Company's common stock at a conversion price of approximately $1,315.10 per share. The 2020 Notes are convertible, at the option of the holder, prior to June 15, 2020, upon the occurrence of specific events, including but not limited to a change in control, or if the closing sales price of the Company's common stock for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is more than 150% of the applicable conversion price in effect for the notes on the last trading day of the immediately preceding quarter. In the event that all or substantially all of the Company's common stock is acquired on or prior to the maturity of the 2020 Notes in a transaction in which the consideration paid to holders of the Company's common stock consists of all or substantially all cash, the Company would be required to make additional payments in the form of additional shares of common stock to the holders of the 2020 Notes in an aggregate value ranging from $0 to approximately $397 million depending upon the date of the transaction and the then current stock price of the Company. As of March 15, 2020, holders will have the right to convert all or any portion of the 2020 Notes. The 2020 Notes may not be redeemed by the Company prior to maturity. The holders may require the Company to repurchase the 2020 Notes for cash in certain circumstances. Interest on the 2020 Notes is payable on June 15 and December 15 of each year.

In March 2012, the Company issued in a private placement $1.0 billion aggregate principal amount of Convertible Senior Notes due March 15, 2018, with an interest rate of 1.0% (the "2018 Notes"). The Company paid $20.9 million in debt issuance costs during the year ended December 31, 2012, related to this offering. The 2018 Notes are convertible, subject to certain conditions, into the Company's common stock at a conversion price of approximately $944.61 per share. The 2018 Notes are convertible, at the option of the holder, prior to March 15, 2018, upon the occurrence of specific events, including but not limited to a change in control, or if the closing sales price of the Company's common stock for at least 20 trading days in the period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is more than 150% of the applicable conversion price in effect for the notes on the last trading day of the immediately preceding quarter. In the event that all or substantially all of the Company's common stock is acquired on or prior to the maturity of the 2018 Notes in a transaction in which the consideration paid to holders of the Company's common stock consists of all or substantially all cash, the Company would be required to make additional payments in the form of additional shares of common stock to the holders of the 2018 Notes in aggregate value ranging from $0 to approximately $344 million depending upon the date of the transaction and the then current stock price of the Company. As of December 15, 2017, holders will have the right to convert all or any portion of the 2018 Notes. The 2018 Notes may not be redeemed by the Company prior to maturity. The holders may require the Company to repurchase the 2018 Notes for cash in certain circumstances. Interest on the 2018 Notes is payable on March 15 and September 15 of each year.

In March 2010, the Company issued in a private placement $575.0 million aggregate principal amount of Convertible Senior Notes due March 15, 2015, with an interest rate of 1.25% (the "2015 Notes"). The Company paid $13.3 million in debt issuance costs associated with the 2015 Notes for the year ended December 31, 2010. The 2015 Notes are convertible, subject to certain conditions, into the Company's common stock at a conversion price of approximately $303.06 per share. The 2015 Notes are convertible, at the option of the holder, prior to March 15, 2015 upon the occurrence of specified events, including, but not limited to a change in control, or if the closing sales price of the Company's common stock for at least 20 trading days in the period of the 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is more than 150% of the applicable conversion price in effect for the notes on the last trading day of the immediately preceding quarter. The 2015 Notes may not be redeemed by the Company prior to maturity. The holders may require the Company to repurchase the 2015 Notes for cash in certain circumstances. Interest on the 2015 Notes is payable on March 15 and September 15 of each year.

Accounting guidance requires that cash-settled convertible debt, such as the Company's convertible senior notes, be separated into debt and equity components at issuance and each be assigned a value. The value assigned to the debt component is the estimated fair value, as of the issuance date, of a similar bond without the conversion feature. The difference between the bond cash proceeds and this estimated fair value, representing the value assigned to the equity component, is recorded as a debt discount. Debt discount is amortized using the effective interest method over the period from the origination date through the stated maturity date. The Company estimated the straight debt borrowing rates at debt origination to be 5.89% for the 2015 Notes, 3.50% for the 2018 Notes, and 3.13% for the 2020 Notes. The yield to maturity was estimated at an at-market coupon priced at par.

Debt discount after tax of $92.4 million ($154.3 million before tax) and financing costs associated with the equity component of convertible debt of $0.1 million after tax were recorded in additional paid-in capital related to the 2020 Notes at June 30, 2013. Debt discount after tax of $80.9 million ($135.2 million before tax) and financing costs associated with the equity component of convertible debt of $2.8 million after tax were recorded in additional paid-in capital related to the 2018 Notes at March 31, 2012. Debt discount after tax of $69.1 million ($115.2 million before tax) and financing costs associated with the equity component of convertible debt of $1.6 million after tax were recorded in additional paid-in-capital related to the 2015 Notes at March 31, 2010.

For the three months ended June 30, 2014 and 2013, the Company recognized interest expense of $16.4 million and $18.9 million, respectively, related to convertible notes. Interest expense related to convertible notes for the three months ended June 30, 2014 and 2013 was comprised of $3.5 million and $4.6 million, respectively, for the contractual coupon interest, $11.8 million and $13.1 million, respectively, related to the amortization of debt discount, and $1.1 million and $1.2 million, respectively, related to the amortization of debt issuance costs. For the three months ended June 30, 2014 and 2013, included in the amortization of debt discount mentioned above was $0.7 million and $0.2 million, respectively, of original issuance discount related to the 2020 Notes. In addition, the Company incurred interest expense of $0.2 million related to debt conversions in the three months ended June 30, 2014. The remaining period for amortization of debt discount and debt issuance costs is the stated maturity dates for the respective debt. The effective interest rate for the three months ended June 30, 2014 and 2013 was 3.6% and 4.6%, respectively.

For the six months ended June 30, 2014 and 2013, the Company recognized interest expense of $33.4 million and $35.6 million, respectively, related to convertible notes. Interest expense related to convertible notes for the six months ended June 30, 2014 and 2013 was comprised of $7.0 million and $8.9 million, respectively, for the contractual coupon interest, $24.2 million for each period related to the amortization of debt discount, and $2.2 million and $2.5 million, respectively, related to the amortization of debt issuance costs. For the six months ended June 30, 2014 and 2013, included in the amortization of debt discount mentioned above was $1.3 million and $0.2 million, respectively, of original issuance discount related to the 2020 Notes. In addition, the Company incurred interest expense of $0.5 million related to debt conversions in the six months ended June 30, 2014. The remaining period for amortization of debt discount and debt issuance costs is the stated maturity dates for the respective debt. The effective interest rate for the six months ended June 30, 2014 and 2013 was 3.6% and 4.6%, respectively.

In addition, if the Company's convertible debt is redeemed or converted prior to maturity, a gain or loss on extinguishment is recognized. The gain or loss is the difference between the fair value of the debt component immediately prior to extinguishment and its carrying value. To estimate the fair value of the debt at the conversion date, the Company estimated its straight rate borrowing rate, considering its credit rating and straight debt of comparable corporate issuers. For the three and six months ended June 30, 2014, the Company recognized a non-cash loss of $2.7 million ($1.6 million after tax) and $6.1 million ($3.7 million after tax), respectively, in "Foreign currency transactions and other" in the Unaudited Consolidated Statements of Operations in connection with the conversion of the 2015 Notes.

9. TREASURY STOCK

In the second quarter of 2013, the Company's Board of Directors authorized the repurchase of up to $1.0 billion of the Company's common stock, in addition to amounts previously authorized. The Company repurchased 431,910 shares in the second quarter of 2013 for an aggregate cost of $345.5 million in privately negotiated, off-market transactions.

The Board of Directors has given the Company the general authorization to repurchase shares of its common stock to satisfy employee withholding tax obligations related to stock-based compensation. The Company repurchased 72,832 shares and 112,544 shares at aggregate costs of $97.3 million and $77.8 million in the six months ended June 30, 2014 and 2013, respectively, to satisfy employee withholding taxes related to stock-based compensation.

As of June 30, 2014, there were approximately 9.3 million shares of the Company's common stock held in treasury.

As of June 30, 2014, the Company had a remaining authorization of $654.5 million to purchase its common stock. The Company may make additional repurchases of shares under its stock repurchase programs, depending on prevailing market conditions, alternate uses of capital and other factors. Whether and when to initiate and/or complete any purchase of common stock and the amount of common stock purchased will be determined in the Company's complete discretion.

10. INCOME TAXES

Income tax expense includes U.S. and international income taxes, determined using an estimate of the Company's annual effective tax rate. A deferred tax liability is recognized for all taxable temporary differences, and a deferred tax asset is recognized for all deductible temporary differences and operating loss and tax credit carryforwards. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company recognizes income tax expense related to income generated outside of the United States based upon the applicable tax rates and tax laws of the foreign countries in which the income is generated. During the three and six months ended June 30, 2014 and 2013, a substantial majority of the Company's foreign-sourced income was generated in the Netherlands. Income tax expense for the six months ended June 30, 2014 and 2013 differs from the expected tax expense at the U.S. statutory rate of 35%, primarily due to lower foreign tax rates, including the Innovation Box Tax benefit discussed below, partially offset by U.S. state income taxes and certain non-deductible expenses.

According to Dutch corporate income tax law, income generated from qualifying "innovative" activities is taxed at a rate of 5% ("Innovation Box Tax") rather than the Dutch statutory rate of 25%. Booking.com obtained a ruling from the Dutch tax authorities in February 2011 confirming that a portion of its earnings is eligible for Innovation Box Tax treatment. The ruling from the Dutch tax authorities is valid through December 31, 2017.

The Company has significant deferred tax assets, resulting principally from U.S. net operating loss carryforwards ("NOLs"). The amount of NOLs available for the Company's use is limited by Section 382 of the U.S. Internal Revenue Code ("IRC Section 382"). At December 31, 2013, after considering the impact of IRC Section 382, the Company had approximately $1.4 billion of available NOLs for U.S. federal income tax purposes, comprised of $0.3 billion of NOLs generated from operating losses and approximately $1.1 billion of NOLs generated from equity-related transactions, including equity-based compensation and stock warrants. The NOLs mainly expire from December 31, 2019 to December 31, 2021. The utilization of these NOLs is dependent upon the Company's ability to generate sufficient future taxable income in the United States. The Company periodically evaluates the likelihood of the realization of deferred tax assets, and reduces the carrying amount of these deferred tax assets by a valuation allowance to the extent it believes a portion will not be realized. The Company considers many factors when assessing the likelihood of future realization of the deferred tax assets, including its recent cumulative earnings experience by taxing jurisdiction, expectations of future income, the carryforward periods available for tax reporting purposes, and other relevant factors.

11. REDEEMABLE NONCONTROLLING INTERESTS

On May 18, 2010, the Company, through its wholly-owned subsidiary, priceline.com International Ltd. ("PIL"), purchased a controlling interest of the outstanding equity of TravelJigsaw Holdings Limited and its operating subsidiary, TravelJigsaw Limited (now known as the rentalcars.com business), a Manchester, U.K.-based international rental car reservation service.

Certain key members of rentalcars.com's management team retained a noncontrolling ownership interest in rentalcars.com. In addition, certain key members of the management team of Booking.com purchased a 3% ownership interest in rentalcars.com from PIL in June 2010 (together with rentalcars.com management's investment, the "Redeemable Shares"). Subject to certain exceptions, one-third of the Redeemable Shares were subject to the put and call options in each of 2011, 2012 and 2013. In April 2013, in connection with the exercise of the March 2013 put and call options, PIL purchased the remaining outstanding shares underlying redeemable noncontrolling interests for an aggregate purchase price of approximately $192.5 million.

A reconciliation of redeemable noncontrolling interests for the three and six months ended June 30, 2013 is as follows (in thousands):

	June 30, 2013	
	Three Months Ended	Six Months Ended
Balance, beginning of period	$ 190,893	$ 160,287
Net income attributable to noncontrolling interests	114	135
Fair value adjustments (1)	(246)	42,522
Purchases of subsidiary shares at fair value (1)	(192,530)	(192,530)
Currency translation adjustments	1,769	(10,414)
Balance, end of period	$ —	$ —

(1) The fair value of the redeemable noncontrolling interests was determined by industry peer comparable analysis and a discounted cash flow valuation model.

12. ACCUMULATED OTHER COMPREHENSIVE INCOME

The table below provides the balances for each classification of accumulated other comprehensive income as of June 30, 2014 and December 31, 2013 (in thousands):

	June 30, 2014	December 31, 2013
Foreign currency translation adjustments, net of tax (1)	$ 78,013	$ 84,598
Net unrealized gain on marketable securities, net of tax (2)	322	131
Accumulated other comprehensive income	$ 78,335	$ 84,729

(1) Foreign currency translation adjustments, net of tax, includes net losses from fair value adjustments at June 30, 2014 of $41.7 million after tax ($66.5 million before tax) and net losses from fair value adjustments at December 31, 2013 of $58.7 million after tax ($98.8 million before tax) associated with net investment hedges (see Note 5). The remaining balance in currency translation adjustments excludes income taxes due to the Company's practice and intention to reinvest the earnings of its foreign subsidiaries in those operations.

(2) The unrealized gain before tax at June 30, 2014 and December 31, 2013 was $0.5 million and $0.2 million, respectively.

13. COMMITMENTS AND CONTINGENCIES

Litigation Related to Travel Transaction Taxes

The Company and certain third-party online travel companies ("OTCs") are currently involved in approximately forty lawsuits, including certified and putative class actions, brought by or against states, cities and counties over issues involving the payment of travel transaction taxes (e.g., hotel occupancy taxes, excise taxes, sales taxes, etc.). The Company's subsidiaries priceline.com LLC, Lowestfare.com LLC and Travelweb LLC are named in some but not all of these cases. Generally, each complaint alleges, among other things, that the OTCs violated each jurisdiction's respective relevant travel transaction tax ordinance with respect to the charges and remittance of amounts to cover taxes under each law. Each complaint typically seeks compensatory damages, disgorgement, penalties available by law, attorneys' fees and other relief. In addition, approximately seventy-nine municipalities or counties, and at least eleven states, have initiated audit proceedings (including proceedings initiated by more than forty municipalities in California, which have been inactive for several years), issued proposed tax assessments or started inquiries relating to the payment of travel transaction taxes. Additional state and local jurisdictions are likely to assert that the Company is subject to travel transaction taxes and could seek to collect such taxes, retroactively and/or prospectively.

With respect to the principal claims in these matters, the Company believes that the laws at issue do not apply to the services it provides, namely the facilitation of travel reservations, and, therefore, that it does not owe the taxes that are claimed to be owed. Rather, the Company believes that the laws at issue generally impose travel transaction taxes on entities that own, operate or control hotels (or similar businesses) or furnish or provide hotel rooms or similar accommodations or other travel services. In addition, in many of these matters, the taxing jurisdictions have asserted claims for "conversion" - essentially, that the Company has collected a tax and wrongfully "pocketed" those tax dollars - a claim that the Company believes is without basis and has vigorously contested. The taxing jurisdictions that are currently involved in litigation and other proceedings with the Company, and that may be involved in future proceedings, have asserted contrary positions and will likely continue to do so. From time to time, the Company has found it expedient to settle, and may in the future agree to settle, claims pending in these matters without conceding that the claims at issue are meritorious or that the claimed taxes are in fact due to be paid.

In connection with some of these tax audits and assessments, the Company may be required to pay any assessed taxes, which amounts may be substantial, prior to being allowed to contest the assessments and the applicability of the laws in judicial proceedings. This requirement is commonly referred to as "pay to play" or "pay first." For example, the City and County of San Francisco assessed the Company approximately $3.4 million (an amount that includes interest and penalties) relating to hotel occupancy taxes, which the Company paid in July 2009, and issued a second assessment totaling approximately $2.7 million, which the Company paid in January 2013. Payment of these amounts, if any, is not an admission that the Company believes it is subject to such taxes. In the San Francisco action, for example, the court ruled in February 2013 that the Company and OTCs do not owe transient accommodations tax to the city and ordered the city to refund the amount paid in July 2009; the Company also is seeking a refund of the amount paid in January 2013. San Francisco has appealed the court's ruling.

Litigation is subject to uncertainty and there could be adverse developments in pending or future cases and proceedings. For example, in January 2013, the Tax Appeal Court for the State of Hawaii held that the Company and other OTCs are not liable for the State's transient accommodations tax, but held that the OTCs, including the Company, are liable for the State's general excise tax on the full amount the OTC collects from the customer for a hotel room reservation, without any offset for amounts passed through to the hotel. The Company recorded an accrual for travel transaction taxes (including estimated interest and penalties), with a corresponding charge to cost of revenues, of approximately $16.5 million in December 2012 and approximately $18.7 million in the three months ended March 31, 2013, primarily related to this ruling. During the year ended December 31, 2013 and six months ended June 30, 2014, the Company paid approximately $20.6 million and $1.1 million, respectively, to the State of Hawaii related to this ruling. The Company has filed an appeal now pending before the Hawaii Supreme Court.

Other adverse rulings include a decision in September 2012, in which the Superior Court in the District of Columbia granted summary judgment in favor of the District and against the OTCs ruling that tax is due on the OTCs' margin and service fees, which the Company is appealing. As a result, the Company increased its accrual for travel transaction taxes (including estimated interest), with a corresponding charge to cost of revenues, by approximately $4.8 million in September 2012 and by approximately $5.6 million in the three months ended March 31, 2013. Also, in July 2013, the Circuit Court of Cook County, Illinois, ruled that the Company and the other OTCs are liable for tax and other obligations under the Chicago Hotel Accommodations Tax. In July 2014, the Company resolved all claims in this case through settlement. In addition, in October 2009, a jury in a San Antonio class action found that the Company and the other OTCs that are defendants in the lawsuit "control" hotels for purposes of the local hotel occupancy tax ordinances at issue and are, therefore, subject to the requirements of those ordinances. The Company intends to vigorously appeal the trial court's judgment when it becomes final.

An unfavorable outcome or settlement of pending litigation may encourage the commencement of additional litigation, audit proceedings or other regulatory inquiries and also could result in substantial liabilities for past and/or future bookings, including, among other things, interest, penalties, punitive damages and/or attorney fees and costs. There have been, and will continue to be, substantial ongoing costs, which may include "pay first" payments, associated with defending the Company's position in pending and any future cases or proceedings. An adverse outcome in one or more of these unresolved proceedings could have a material adverse effect on the Company's business and could be material to the Company's results of operations or cash flow in any given operating period. However, the Company believes that even if it were to suffer adverse determinations in the near term in more of the pending proceedings than currently anticipated, given results to date it would not have a material impact on the Company's liquidity because of the Company's available cash.

To the extent that any tax authority succeeds in asserting that the Company's services are subject to travel transaction taxes and that the Company has a tax collection responsibility for those taxes, or the Company determines that it has such a responsibility, with respect to future transactions, the Company may collect any such additional tax obligation from its customers, which would have the effect of increasing the cost of travel reservations to its customers and, consequently, could make the Company's travel reservation services less competitive (as compared to the services of other OTCs or travel service providers) and reduce the Company's travel reservation transactions; alternatively, the Company could choose to reduce the compensation for its services. Either action could have a material adverse effect on the Company's business and results of operations.

In many of the judicial and other proceedings initiated to date, the taxing jurisdictions seek not only historical taxes that are claimed to be owed on the Company's gross profit, but also, among other things, interest, penalties, punitive damages and/or attorney fees and costs. Therefore, any liability associated with hotel occupancy tax matters is not constrained to the Company's liability for tax owed on its historical gross profit, but may also include, among other things, penalties, interest and attorneys' fees. To date, the majority of the taxing jurisdictions in which the Company facilitates hotel reservations have not asserted that these taxes are due and payable on the Company's U.S. merchant hotel business. With respect to taxing jurisdictions that have not initiated proceedings to date, it is possible that they will do so in the future or that they will seek to amend their tax statutes and seek to collect taxes from the Company only on a prospective basis.

Accrual for Travel Transaction Taxes

As a result of this litigation and other attempts by jurisdictions to levy similar taxes, the Company has established an accrual (including estimated interest and penalties) for the potential resolution of issues related to travel transaction taxes in the amount of approximately $55 million at both June 30, 2014 and December 31, 2013 (which includes, among other things, amounts related to the litigation in the State of Hawaii, San Antonio, District of Columbia and Chicago). The accrual is based on the Company's estimate of the probable cost of resolving these issues. The Company's legal expenses for these matters are expensed as incurred and are not reflected in the amount accrued. The actual cost may be less or greater, potentially significantly, than the liabilities recorded. An estimate for a reasonably possible loss or range of loss in excess of the amount accrued cannot be reasonably made.

OFT Inquiry and Other Competition Reviews

In July 2012, the Office of Fair Trading (the "OFT"), the predecessor competition authority in the United Kingdom to the Competition and Markets Authority ("CMA"), issued a "Statement of Objections" ("SO") to Booking.com, which set out the OFT's preliminary views on why it believed Booking.com and others in the hotel online booking sector were allegedly in breach of E.U. and U.K. competition law. The SO alleged, among other things, that there were agreements or concerted practices between hotels and Booking.com and between hotels and at least one other OTC that restricted Booking.com's (and the other OTC's) ability to discount hotel room reservations, which the OFT alleged was a form of resale price maintenance. The Company disputes the allegations in the SO.

On January 31, 2014, the OFT announced that it had accepted commitments offered by Booking.com, as well as Expedia and Intercontinental Hotel Group, (the "Commitments") to close the investigation on the basis that they address the OFT's competition concerns. The OFT has now closed its investigation with no finding of infringement or admission of wrongdoing and no imposition of a fine.

The Commitments provide, among other things, that hotels will continue to be able to set retail prices for hotel room reservations on all OTC websites, such as Booking.com. OTCs, such as Booking.com, now have the flexibility to discount a hotel's retail price, but only to members of closed groups, a concept that is defined in the Commitments, who have previously made a reservation through the OTC. The discount may be up to Booking.com's commission. In addition, Booking.com will not require rate parity from hotels in relation to discounted rates that are provided by other OTCs or hotels to members of their closed groups, provided the discounted rate is not made public. The Commitments apply to bookings by European Economic Area residents at U.K. hotels.

On March 31, 2014, Skyscanner, a meta-search site based in the United Kingdom, filed an appeal in the Competition Appeal Tribunal (CAT) against the OFT's decision to accept commitments. Booking.com intervened in support of the CMA in the CAT. A decision by the CAT (either dismissing the appeal, or remitting the case back to the CMA for reconsideration in line with the CAT's directions) is expected during 2014.

Investigations have also been opened by the national competition authorities in France, Germany, Italy, Austria, Hungary, Sweden, Ireland, Denmark and Switzerland that focus on Booking.com's rate parity clause in its contracts with accommodation providers in those jurisdictions. Competition related inquiries have also been received from the competition authority in China. All of these investigations are at a preliminary stage, and the Company is in ongoing discussions with the relevant regulatory authorities regarding their concerns. The Company is currently unable to predict the outcome of these investigations or how the Company's business may be affected. Possible outcomes include requiring Booking.com to remove its rate parity clause from its contracts with accommodation providers in those jurisdictions and/or the imposition of fines.

Lawsuits Alleging Antitrust Violations

On August 20, 2012, one complaint was filed on behalf of a putative class of persons who purchased hotel room reservations from certain hotels (the "Hotel Defendants") through certain OTC defendants, including the Company. The initial complaint, *Turik v. Expedia, Inc.*, Case No. 12-cv-4365, filed in the U.S. District Court for the Northern District of California, alleged that the Hotel Defendants and the OTC defendants violated U.S. federal and state laws by entering into a conspiracy to enforce a minimum resale price maintenance scheme pursuant to which putative class members paid inflated prices for hotel room reservations that they purchased through the OTC defendants. Thirty-one other complaints containing similar allegations were filed in a number of federal jurisdictions across the country. Plaintiffs in these actions seek treble damages and injunctive relief.

The Judicial Panel on Multidistrict Litigation ("JPML") consolidated all of the pending cases under 28 U.S.C. §1407 before Judge Boyle in the U.S. District Court for the Northern District of Texas. On May 1, 2013, an amended consolidated complaint was filed.

On February 18, 2014, Judge Boyle dismissed the amended consolidated complaint without prejudice. On March 20, 2014, plaintiffs moved for leave to file a proposed Second Consolidated Amended Complaint (the "proposed SCAC"), naming only the OTC defendants as defendants and alleging that the OTC defendants violated U.S. federal and state laws by entering into minimum resale price maintenance agreements with the Hotel defendants and by conspiring to enforce the terms of those resale price maintenance agreements. On April 3, 2014, the OTC defendants filed an opposition to plaintiffs' motion for leave to file the proposed SCAC.

The Company intends to defend vigorously against the claims in all of the proceedings described in this Note 13. The Company has accrued for certain legal contingencies where it is probable that a loss has been incurred and the amount can be reasonably estimated. Except as disclosed, such amounts accrued are not material to the Company's consolidated balance sheets and provisions recorded have not been material to the Company's consolidated results of operations or cash flows. The Company is unable to estimate a reasonably possible range of loss.

From time to time, the Company has been, and expects to continue to be, subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of third party intellectual property rights. Such claims, even if not meritorious, could result in the expenditure of significant financial and managerial resources, divert management's attention from the Company's business objectives and adversely affect the Company's business, results of operations, financial condition and cash flows.

Contingent Consideration for Business Acquisitions (see Note 14)

14. ACQUISITIONS

In June 2014, the Company entered into a definitive agreement to acquire OpenTable, Inc., a leading restaurant reservation management company, in a cash transaction. Under the terms of the agreement, the purchase price of OpenTable was approximately $2.5 billion (approximately $2.4 billion net of cash acquired) or $103.00 per share of OpenTable common stock. The Company paid approximately $2.5 billion to close the acquisition on July 24, 2014. The Company funded the acquisition from cash on hand in the United States and $995 million borrowed under the Company's revolving credit facility. Also, in connection with this acquisition, the Company assumed unvested employee stock options and restricted stock units with an estimated acquisition fair value of approximately $95 million, which will be accounted for as post-combination compensation expense. The purchase price allocation has not been completed. The Company's consolidated financial statements will include the accounts of OpenTable starting on July 24, 2014.

In the second quarter of 2014, the Company acquired certain businesses which provide hotel marketing services. The Company's consolidated financial statements include the accounts of these businesses starting at their respective acquisition dates. The Company paid approximately $98 million, net of cash acquired, to purchase these businesses. In addition, the Company recognized a liability at fair value of approximately $24 million for estimated contingent payments related to these acquisitions. The estimated contingent payments are based upon probability weighted average payments for specific performance factors from the acquisition dates through December 31, 2018. The range of undiscounted outcomes for the estimated contingent payments is approximately $0 to $90 million. The purchase price allocations were not completed in the second quarter of 2014.

The Company incurred $5.6 million of professional fees in the second quarter of 2014 related to consummated acquisitions.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our Unaudited Consolidated Financial Statements, including the notes to those statements, included elsewhere in this Quarterly Report on Form 10-Q, and the Section entitled "Special Note Regarding Forward-Looking Statements" in this Quarterly Report on Form 10-Q. As discussed in more detail in the Section entitled "Special Note Regarding Forward-Looking Statements," this discussion contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. Factors that might cause those differences include those discussed in "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q.

Overview

We are a leading online travel company that connects consumers wishing to make travel reservations with providers of travel services around the world. We offer consumers accommodation reservations (including hotels, bed and breakfasts, hostels, apartments, vacation rentals (including "aparthotels," which are apartments with a front desk and cleaning service) and other properties) through our Booking.com, priceline.com and agoda.com brands. Our priceline.com brand also offers consumers reservations for rental cars, airline tickets, vacation packages and cruises. We offer rental car reservations worldwide through rentalcars.com. We also allow consumers to easily compare airline ticket, hotel reservation and rental car reservation information from hundreds of travel websites at once through KAYAK's websites and mobile applications (or "apps"). We recently acquired OpenTable, a leading provider of online restaurant reservations. We believe that the online restaurant reservation business is complementary to our online travel businesses, and that both OpenTable and our travel businesses will benefit from adding OpenTable to The Priceline Group. We refer to our company and all of our subsidiaries and brands, including Booking.com, priceline.com, agoda.com, KAYAK, rentalcars.com and, after July 24, 2014, OpenTable, collectively as "The Priceline Group," the "Company," "we," "our" or "us."

We launched our business in the United States in 1998 under the priceline.com brand and have since expanded our operations to include Booking.com, agoda.com, KAYAK, rentalcars.com and OpenTable, which are independently managed and operated brands. Our principal goal is to serve consumers with worldwide leadership in online travel services. Our business is driven primarily by international results, which consist of the results of Booking.com, agoda.com and rentalcars.com and the results of the international based websites of KAYAK (in each case regardless of where the consumer is resident, from where the consumer makes a reservation or where the service is provided), and, after July 24, 2014, the international results of OpenTable. During the year ended December 31, 2013, our international business (the substantial majority of which is generated by Booking.com) represented approximately 85% of our gross bookings (an operating and statistical metric referring to the total dollar value, generally inclusive of all taxes and fees, of all travel services purchased by our customers), and approximately 94% of our consolidated operating income. A significant majority of our gross profit is earned in connection with facilitating accommodation reservations.

For the three and six months ended June 30, 2014, we derived substantially all of our gross profit from the following sources:

- Commissions earned from facilitating reservations of accommodations, rental cars, cruises and other travel services;
- Transaction gross profit and customer processing fees from our accommodation, rental car, and vacation package reservation services;
- Advertising revenues primarily earned by KAYAK from sending referrals to OTAs and travel service providers, as well as from advertising placements on KAYAK's websites and mobile apps; and
- Global distribution system ("GDS") reservation booking fees related to our *Name Your Own Price*® hotel, rental car and airline ticket reservation services, and price-disclosed airline ticket and rental car reservation services.

Beginning on July 24, 2014, our revenues include revenues recognized by OpenTable from its restaurant customers, which consist of monthly subscription fees, a fee for each restaurant guest seated through OpenTable's online reservation service and other revenue.

Our priceline.com U.S. brand offers merchant *Name Your Own Price*® opaque travel services, which are recorded in revenue on a "gross" basis and have associated cost of revenue. All of our other services are recorded in revenue on a "net" basis and have no associated cost of revenue. Therefore, revenue increases and decreases are impacted by changes in the mix of our revenues between *Name Your Own Price*® travel services and other travel services. Gross profit reflects the commission or net margin earned for our retail, *Name Your Own Price*® and semi-opaque travel services and our advertising services. Consequently, gross profit has become an increasingly important measure of evaluating growth in our business because, in contrast to our revenues, it is not affected by the mix between our *Name Your Own Price®* travel services and our other travel services.

Over the last several years we have experienced strong growth in our accommodation reservation services. We believe this growth is the result of, among other things, the broader shift of travel purchases from offline to online, the widespread adoption of mobile devices, the high growth of travel overall in emerging markets such as Asia-Pacific and South America, and the continued innovation and execution by our teams around the world to build accommodation supply, content and distribution and to improve the customer experience on our websites and mobile apps. We experienced strong year-over-year growth in recent years, though that growth has generally decelerated. For example, for the three months ended June 30, 2014, our accommodation room night reservation growth was 29%, a deceleration from 38% in the same period in 2013 and 39% in the same period in 2012. Given the size of our hotel reservation business, we expect that our year-over-year growth rates will continue to decelerate, though the rate of deceleration may fluctuate.

Many governments around the world, including the U.S. government and certain European governments, are operating at large financial deficits, resulting in high levels of sovereign debt in such countries. Failure to reach political consensus regarding workable solutions to these issues has resulted in a high level of uncertainty regarding the future economic outlook. This uncertainty, as well as concern over governmental austerity measures including higher taxes and reduced government spending, could impair consumer spending and adversely affect travel demand. At times, we have experienced volatility in transaction growth rates and weaker trends in hotel average daily rates ("ADRs") across many regions of the world, particularly in those European countries that appear to be most affected by economic uncertainties. We believe that these business trends are likely impacted by weak economic conditions and sovereign debt concerns. Disruptions in the economies of such countries could cause, contribute to or be indicative of deteriorating macro-economic conditions. In addition, during periods of elevated uncertainty, the value of the U.S. Dollar compared to other currencies, including the Euro, has often increased, which adversely affects our gross bookings, gross profit, operating income and net income as expressed in U.S. Dollars. The uncertainty of macro-economic factors and their impact on consumer behavior across regions, which may differ, makes it more difficult to forecast industry and consumer trends and the timing and degree of their impact on our markets and business, which in turn could adversely affect our ability to effectively manage our business and adversely affect our results of operations.

We compete with both online and traditional travel reservation services. The market for the travel reservation services we offer is intensely competitive, and current and new competitors can launch new services at a relatively low cost. Some of our current and potential competitors, such as Google, Apple and Facebook, have access to significantly greater and more diversified resources than we do, and they may be able to leverage other aspects of their businesses (e.g., search or mobile device businesses) to enable them to compete more effectively with us. For example, Google has entered various aspects of the online travel market through its acquisition of ITA Software, Inc., a major flight information software company, in 2011, its hotel meta-search service known as "Hotel Finder" (discussed below) and its recent license of hotel-booking software from Room 77.

We currently, or potentially may, compete with a variety of companies, including:

- online travel reservation services such as those owned by Expedia, Orbitz, Travelocity, Ctrip, Rakuten, eDreams ODIGEO, Jalan and Wotif (which has agreed to be acquired by Expedia);
- search, social networking and group buying companies, such as Google, Facebook and Groupon;
- traditional travel agencies, wholesalers and tour operators, such as Carlson Wagonlit, American Express, Thomas Cook and Tui Travel, as well as thousands of individual travel agencies around the world;
- travel service providers such as accommodation providers, rental car companies and airlines; and
- online travel search and price comparison services (generally referred to as "meta-search" services), such as trivago (in which Expedia has acquired a majority ownership interest), TripAdvisor, Qunar and HotelsCombined.

TripAdvisor, a leading travel research and review website, Google, the world's largest search engine, and other large, established companies with substantial resources and expertise in developing online commerce and facilitating Internet traffic have launched meta-search services and may create additional inroads into online travel, both in the United States and internationally. Meta-search services leverage their search technology to aggregate travel search results for the consumer's specific itinerary across travel service provider (e.g., hotels, rental car companies or airlines), OTA and other travel websites and, in many instances, compete directly with us for customers. Meta-search services intend to appeal to consumers by showing broader travel search results than may be available through OTAs or other travel websites, which could lead to travel service providers or others gaining a larger share of search traffic. TripAdvisor has begun supporting its meta-search service with offline advertising, and trivago, a leading meta-search service in Europe, recently expanded its offline advertising campaign into the United States. Google offers "Hotel Finder", a meta-search service that Google has at times placed at or near the top of its hotel-related search results. Through our KAYAK meta-search service, we compete directly with other meta-search services. KAYAK depends on access to information related to travel service pricing, schedules, availability and other related information from OTAs and travel service providers.

As consumers attempt to be more efficient in their shopping behavior, they may favor travel services offered by meta-search websites or search companies over OTAs, which could reduce traffic to our travel reservation websites, increase consumer awareness of our competitors' brands and websites and increase our advertising and other customer acquisition costs. To the extent any such consumer behavior leads to growth in our KAYAK meta-search business, such growth may not result in sufficient increases in profits from our KAYAK meta-search business to offset any related decrease in profits experienced by our OTA brands. Further, meta-search services may evolve into more traditional OTAs by offering consumers the ability to make travel reservations directly through their websites. For example, TripAdvisor facilitates hotel reservations on its transactional websites Tingo and Jetsetter and now allows consumers to make a reservation while staying on TripAdvisor through its "Instant Booking" offering. Meta-search providers may also offer direct booking services with travel service providers, which may lead to more consumers booking directly with a travel service provider rather than an OTA. To the extent consumers book travel services through a meta-search website or directly with a travel service provider after visiting a meta-search website or meta-search utility on a traditional search engine without using an OTA like us, we may need to increase our advertising or other customer acquisition costs to maintain or grow our reservation bookings. If meta-search services limit our participation within their search results, there could be an adverse effect on our business, gross bookings and results of operations.

As a result of our acquisition of OpenTable, we now compete or may in the future compete with other restaurant reservation providers, such as Yelp's SeatMe service and LaFourchette, a European restaurant reservation business recently acquired by TripAdvisor.

Travel service providers, including multi-national hotel chains, rental car companies and airlines with which we conduct business, compete with us in online channels to drive consumers to their own websites in lieu of third-party distributors such as us. Travel service providers who sell on their own websites may charge lower prices and, in some instances, offer advantages such as loyalty points or special discounts to members of closed user groups (such as loyalty program participants or customers with registered accounts). We may need to offer similar advantages to maintain or grow our reservation bookings, which could adversely impact our profitability.

Widespread adoption of mobile devices, such as the iPhone, Android-enabled smart phones and tablets such as the iPad, coupled with the improved web browsing functionality and development of thousands of useful "apps" available on these devices, is driving substantial traffic and commerce activity to mobile platforms. We have experienced a significant shift of business to mobile platforms and our advertising partners are also seeing a rapid shift of traffic to mobile platforms. Our major competitors and certain new market entrants are offering mobile applications for travel products and other functionality, including proprietary last-minute discounts for accommodation reservations. Advertising and distribution opportunities may be more limited on mobile devices given their smaller screen sizes. The gross profit earned on a mobile transaction may be less than a typical desktop transaction due to different consumer purchasing patterns. For example, accommodation reservations made on a mobile device typically are for shorter lengths of stay and are not made as far in advance. Further, given the device sizes and technical limitations of tablets and smart phones, mobile consumers may not be willing to download multiple apps from multiple travel service providers and instead prefer to use one or a limited number of apps for their mobile travel activity. As a result, the consumer experience with mobile apps as well as brand recognition and loyalty are likely to become increasingly important. We have made significant progress creating mobile offerings, which have received strong reviews and solid download trends, and which are driving a material and increasing share of our business. We believe that mobile bookings present an opportunity for growth and are necessary to maintain and grow our business as consumers increasingly turn to mobile devices instead of a personal computer and to mobile applications in addition to a web browser. If we are unable to continue to rapidly innovate and create new, user-friendly and differentiated mobile offerings and efficiently and effectively advertise and distribute on these platforms, or if our mobile apps are not downloaded and used by consumers, we could lose market share to existing competitors or new entrants and our future growth and results of operations could be adversely affected.

Apple, Inc., one of the most innovative and successful companies in the world and producer of, among other things, the iPhone and iPad, obtained a patent for "iTravel," a mobile app that would allow a traveler to check in for a travel reservation. In addition, Apple's iPhone operating system includes "Passbook," a virtual wallet app that holds tickets, boarding passes, coupons and gift cards, and along with iTravel, may be indicative of Apple's intent to enter the travel reservations business in some capacity. Apple has substantial market share in the smart phone category and controls integration of offerings, including travel services, into its mobile operating system. Apple also has more experience producing and developing mobile apps and has access to greater resources than we have. Apple may use or expand iTravel, Passbook, Siri (Apple's voice recognition "concierge" service) or another mobile app as a means of entering the travel reservations marketplace. Similarly, Google's Android operating system is the leading smart phone operating system in the world. As a result, Google could leverage its Android operating system to give its travel services a competitive advantage, either technically or with prominence on its Google Play app store or within its mobile search results. To the extent Apple or Google use their mobile operating systems or app distribution channels to favor their own travel service offerings, our business could be harmed.

There has been a proliferation of new channels through which accommodation providers can offer reservations. For example, some accommodations offer reservations through "daily deal" websites such as Groupon and Living Social, which sell coupons to customers at a substantial discount. Companies such as HotelTonight, BackBid, GuestMob, Tingo and Hipmunk have developed new and differentiated offerings that endeavor to provide savings on accommodation reservations to consumers and that compete directly with us. Further, meta-search services may lower the cost for new companies to enter the market by providing a distribution channel without the cost of promoting the new entrant's brand to drive consumers directly to its website. If any of these new services are successful, we may experience less demand for our services and are likely to face more competition for access to the limited supply of discounted hotel room rates.

In August 2013, Expedia and Travelocity announced that they had entered into an exclusive, long-term strategic marketing agreement, whereby Expedia will power the technology platforms for Travelocity's existing websites in the United States and Canada, while providing Travelocity access to Expedia's supply and customer services. To the extent this arrangement enhances Expedia's and/or Travelocity's ability to compete with us in the affected markets, our market share and results of operations could be adversely affected.

We use third party websites, including online search engines (primarily Google) and meta-search and travel research services, and affiliate marketing as primary means of generating traffic to our websites. Our online advertising expense has increased significantly in recent years, a trend we expect to continue. Various factors can impact whether our online advertising will grow faster or slower than gross profit. Our online advertising returns on investment ("ROIs") have been down year-over-year for the last several quarterly periods, and as a result, our online advertising expense has grown more quickly than our gross profit. In the second quarter of 2014 and thus far in the third quarter, we have experienced more significant year-over-year declines in our online marketing ROIs. Furthermore, our international brands are generally growing faster than our U.S. brands, and typically spend a higher percentage of gross profit on online advertising, also resulting in our online advertising growing more quickly than our gross profit. These negative factors have recently been slightly offset by an increasing share of traffic coming directly to us, a trend that may or may not continue. We also intend to continue to invest in offline advertising, in particular for our Booking.com, KAYAK and priceline.com brands, and expect to increase our overall offline advertising spend in 2014. For example, building on its first offline advertising campaign, which it launched in the United States in 2013, Booking.com recently began offline advertising campaigns in Australia, Canada, the United Kingdom and Germany and may expand its offline advertising into other markets during 2014.

The inclusion of KAYAK since its acquisition on May 21, 2013 had a significant favorable impact on online advertising as a percentage of gross profit for the six months ended June 30, 2014 because KAYAK spends a lower percentage of gross profit on online advertising than our other brands, and our consolidated results exclude intercompany advertising by our brands on KAYAK since the acquisition date. This favorable impact benefited year-over-year comparisons through the anniversary of the acquisition on May 21, 2014.

Advertising efficiency is impacted by a number of factors that are subject to variability and that are, in some cases, outside of our control, including ADRs, costs per click, cancellation rates, foreign exchange rates and our ability to convert paid traffic to booking customers and then having customers return directly to our websites or mobile apps for future bookings. If Google changes how it presents travel search results or the manner in which it conducts the auction for placement among search results in a manner that is competitively disadvantageous to us, whether to support its own travel related services or otherwise, our ability to efficiently generate traffic to our websites could be harmed. See Part II Item 1A Risk Factors - "*We rely on online advertising channels to enhance our brand awareness and to generate a significant amount of traffic to our websites*" and "*Our business could be negatively affected by changes in Internet search engine algorithms and dynamics or traffic-generating arrangements.*" Further, we have observed increased offline advertising by OTAs, meta-search services and travel service providers, particularly in North America and Europe, which may make such advertising more expensive and less effective.

The competition authorities of many governments have begun investigations into competitive practices within the online travel industry, and we may be involved or affected by such investigations and their results. For example, Booking.com and others recently agreed to certain commitments to resolve an investigation by the U.K. Office of Fair Trading, which commitments provide that OTAs will have the flexibility to discount a hotel's retail price, notwithstanding "rate parity" requirements in contracts with hotels (requirements that generally require a hotel to offer the same room rates to all OTAs), but only to members of closed user groups. Other national competition authorities, including those in France, Germany, Italy, Austria, Hungary, Sweden and Switzerland, have opened investigations that focus on Booking.com's rate parity clause in its contracts with accommodation providers in those jurisdictions. All of these investigations are at a preliminary stage. We are currently unable to predict the outcome of these investigations or how our business may be affected. Possible outcomes include requiring Booking.com to remove its rate parity clause from its contracts with accommodation providers in those jurisdictions. We note that the German competition authority has required Hotel Reservation Service, a leading OTA in Germany, to remove its rate parity clause from its contracts with hotels, though this decision is currently subject to appeal. To the extent that regulatory authorities require changes to our business practices or to those currently common to the industry, our business, competitive position and results of operations could be materially and adversely affected. Negative publicity regarding any such investigations could adversely affect our brand and therefore our market share and results of operations.

In addition, we have observed an increase in promotional pricing to closed user groups, including through mobile apps. If we are not as effective as our competition in offering discounted prices to closed user groups, our ability to grow and compete could be harmed. If we need to fund such discounts out of our gross profit in order to effectively compete, our profitability could be adversely affected.

International Trends. The size of the travel market outside of the United States is substantially greater than that within the United States. Historically, Internet adoption rates and e-commerce adoption rates of international consumers have trailed those of the United States. However, international consumers are rapidly moving to online means for purchasing travel. Accordingly, recent international online travel growth rates have substantially exceeded, and are expected to continue to exceed, the growth rates within the United States. We expect that over the long-term, international online travel growth rates will follow a similar trend to that experienced in the United States. In addition, the base of hotel properties in Europe and Asia is particularly fragmented compared to that in the United States, where the hotel market is dominated by large hotel chains. We believe online reservation systems like ours may be more appealing to small chains and independent hotels more commonly found outside of the United States. Our growth has primarily been generated by our international accommodation reservation service brands, Booking.com and agoda.com. Booking.com, our most significant brand, included over 525,000 properties on its website as of August 8, 2014, which included over 190,000 vacation rental properties (updated property counts are available on the Booking.com website). Booking.com has added properties over the past year in its core European market as well as higher-growth markets such as North America (which is a newer market for Booking.com), Asia-Pacific and South America. An increasing amount of our business from both a destination and point-of-sale perspective is conducted in these newer markets which are growing faster than our overall growth rate. We believe that the opportunity to continue to grow our business exists for the markets in which we operate. We believe these trends and factors have enabled us to become the leading online accommodation reservation service provider in the world as measured by room nights booked.

As our international business represents the substantial majority of our financial results, we expect to continue to see our operating results and other financial metrics largely driven by international performance. For example, certain newer markets in which we operate that are in earlier stages of development have lower operating margins compared to more mature markets, which could have a negative impact on our overall margins as these markets increase in size over time. Also, we intend to continue to invest in adding accommodations available for reservation on our websites, including hotels, bed and breakfasts, hostels and vacation rentals. Vacation rentals generally consist of, among others, properties categorized as single-unit and multi-unit villas, holiday homes, apartments, "aparthotels" (which are apartments with a front desk and cleaning service) and chalets and are generally self-catered (i.e., include a kitchen), directly bookable properties. Many of the newer accommodations we add to our travel reservation services, especially in highly penetrated markets, may have fewer rooms, lower ADRs or higher credit risk and may appeal to a smaller subset of consumers (e.g., hostels and bed and breakfasts), and therefore may also negatively impact our margins. For example, because a vacation rental is either a single unit or a small collection of independent units, vacation rental properties represent more limited booking opportunities than non-vacation rental properties, which generally have more units to rent per property. Our non-hotel accommodations in general may be subject to increased seasonality due to local tourism seasons, weather or other factors. As we increase our non-hotel accommodation business, these different market characteristics could negatively impact our profit margins; and, to the extent these properties represent an increasing percentage of the properties added to our websites, our gross bookings growth rate and property growth rate will likely diverge over time (since each such property has fewer booking opportunities). As a result of the foregoing, as the percentage of non-hotel accommodations increases, the number of reservations per property will likely decrease.

Another impact of the size of our international business is our exposure to foreign currency exchange risk. Because we conduct a substantial majority of our business outside the United States and report our results in U.S. Dollars, we face exposure to adverse movements in currency exchange rates as the financial results of our international business are translated from local currency (principally the Euro and the British Pound Sterling) into U.S. Dollars upon consolidation. For example, a strengthening of the Euro increases our Euro-denominated net assets, gross bookings, gross profit, operating expenses and net income as expressed in U.S. Dollars, while a weakening of the Euro decreases our Euro-denominated net assets, gross bookings, gross profit, operating expenses and net income as expressed in U.S. Dollars. Certain European Union countries with high levels of sovereign debt have had difficulty refinancing their debt. Concern around devaluation or abandonment of the Euro common currency, or that sovereign default risk may be more widespread and could include the United States, has led to significant volatility in the exchange rate between the Euro, the U.S. Dollar and other currencies. We generally enter into derivative instruments to minimize the impact of short-term currency fluctuations on our consolidated operating results. However, such derivative instruments are short-term in nature and not designed to hedge against currency fluctuations that could impact our gross bookings, revenue or gross profit (see Note 5 to the Unaudited Consolidated Financial Statements for additional information on our derivative contracts). For example, while revenue from our international operations grew year-over-year on a local currency basis by approximately 36% for the three months ended June 30, 2014 compared to the same period in 2013, as a result of the positive impact of currency exchange rates, revenue from our international operations as reported in U.S. Dollars grew 38% year-over-year for the three months ended June 30, 2014. Revenue from our international operations grew year-over-year by 36% for the six months ended June 30, 2014 compared to the same period in 2013 on both a local currency basis and as reported in U.S. Dollars.

Domestic Trends. Competition in U.S. online travel remains intense and online travel companies are creating new promotions and consumer value features in an effort to gain competitive advantages. In particular, the competition to provide "opaque" hotel reservation services to consumers, an area in which our priceline.com U.S. business has been a leader, has become more intense. For example, Expedia makes opaque hotel reservations available through its Hotwire brand and on its principal website under the name "Expedia Unpublished Rates" and has, we believe, supported this initiative with steeper discounts through lower margins. As with our opaque *Name Your Own Price®* and *Express Deals®* hotel reservation services, the name of the hotel is not disclosed until after booking the reservation. We believe these offerings, in particular "Expedia Unpublished Rates," have adversely impacted the market share and year-over-year room night reservations growth rate for our *Name Your Own Price®* opaque hotel reservation service, which began to experience a decline in the third quarter of 2011. In addition, some hotels offer discounted room reservations through "daily deal" websites such as Groupon and Living Social. If Expedia or others are successful in growing their opaque hotel reservation services, and/or "daily deal" websites are successful in garnering a sizable share of discounted hotel bookings, we may have less consumer demand for our opaque hotel reservation services over time, and we would face more competition for access to the limited supply of discounted hotel room rates. In an effort to compete more effectively against these new offerings, in 2012 we launched *Express Deals®,* a semi-opaque price-disclosed hotel reservation service. While *Express Deals®* has been a significant contributor to the improved performance of our opaque hotel reservation service, the offering may not ultimately be successful at recovering or growing U.S. hotel reservation service market share. As a result of this increased competition, our share of the discount hotel reservation market in the United States could further decrease.

While demand for online travel services in the United States continues to experience growth, we believe that the U.S. market share of third-party distributors is impacted in part by a concerted initiative by travel service providers to direct customers to their own websites in an effort to reduce distribution expenses and establish more direct control over their pricing. In addition, high hotel occupancy levels have had an adverse impact on our access to hotel rooms for our opaque hotel reservation services. Further, growth in discounted closed user group retail prices for hotel rooms lessens the price difference for members of the closed user group between a retail hotel reservation and an opaque hotel reservation, which may lead to fewer consumers using our opaque hotel reservation services.

U.S. airlines have, at times, reduced capacity and increased fares. Decreases in capacity reduce the amount of airline tickets available, while increases in average airfares can adversely impact leisure travel demand. Generally, reduced airline capacity and demand negatively impact our priceline.com air ticket reservation service, which in turn can have negative repercussions on our priceline.com hotel and rental car services. Further, consolidation in the airline industry has negatively affected our access to airline tickets for our opaque services. We expect continued variability in the breadth and depth of discounted airline tickets and rental car rates made available to us in the future, depending on market conditions from time to time.

Seasonality. A meaningful amount of gross bookings are generated early in the year, as customers plan and reserve their spring and summer vacations in Europe and North America. From a cost perspective, we expense the substantial majority of our advertising activities as they are incurred, which is typically in the quarter in which reservations are booked. However, we generally do not recognize associated revenue until future quarters when the travel occurs. As a result, we typically experience our highest levels of profitability in the second and third quarters of the year, which is when we experience the highest levels of accommodation checkouts for the year for our European and North American businesses.

In addition, the date on which certain holidays fall can have an impact on our quarterly results. For example, in 2013 our second quarter year-over-year growth rates in revenue, gross profit, operating income and operating margins were adversely affected by Easter falling in the first quarter instead of the second quarter, as it did in 2012. Conversely, our second quarter 2014 year-over-year growth rates in revenue, gross profit, operating income and operating margins were favorably impacted by Easter falling in the second quarter instead of the first quarter, as it did in 2013.

The impact of seasonality can be exaggerated in the short-term by the gross bookings growth rate of the business. For example, in periods where our growth rate substantially decelerates, our operating margins typically benefit from relatively less variable advertising expense. In addition, gross profit growth is typically less impacted in the near term due to the benefit of revenue related to reservations booked in previous quarters.

We experience the highest levels of booking and travel consumption for our Asia-Pacific and South American businesses in the first and fourth quarters. Therefore, if these businesses continue to grow faster than our North American and European businesses, our operating results for the first and fourth quarters of the year may become more significant over time as a percentage of full year operating results.

Other Factors. We believe that our success will depend in large part on our ability to continue to profitably grow our brands worldwide, and, over time, to offer other travel services and further expand into other international markets. Factors beyond our control, such as worldwide recession, higher oil prices, terrorist attacks, unusual weather patterns, natural disasters such as earthquakes, hurricanes, tsunamis, floods, volcanic eruptions (such as the April 2010 eruption of a volcano in Iceland), travel related health concerns including pandemics and epidemics such as Influenza H1N1, avian bird flu and SARS, political instability, regional hostilities, imposition of taxes or surcharges by regulatory authorities or travel related accidents, could adversely affect our business and results of operations and impair our ability to effectively implement all or some of the initiatives described above.

For example, in late 2012 Hurricane Sandy disrupted travel in the northeastern United States. In early 2011, Japan was struck by a major earthquake, tsunami and nuclear emergency. In October 2011, severe flooding in Thailand, a key market for our agoda.com business and the Asian business of Booking.com, negatively impacted booking volumes and cancellation rates in this market. In addition, Thailand has recently experienced disruptive civil unrest, which has negatively impacted booking volumes and cancellation rates in this market. In early 2010, Thailand also experienced civil unrest, which caused the temporary relocation of agoda.com's Thailand-based operations. Future natural disasters or civil or political unrest could further disrupt our business and operations.

We intend to continue to invest in marketing and promotion, technology and personnel within parameters consistent with attempts to improve long-term operating results, even if those expenditures create pressure on operating margins. We have experienced pressure on operating margins as we prioritize initiatives that drive growth. We also intend to broaden the scope of our business, and to that end, we explore strategic alternatives from time to time in the form of, among other things, mergers and acquisitions. Our goal is to grow gross profit and achieve healthy operating margins in an effort to maintain profitability. The uncertain environment described above makes the prediction of future results of operations difficult, and accordingly, we may not be able to sustain gross profit growth and profitability.

On May 21, 2013, we acquired KAYAK Software Corporation, a leading travel meta-search service, for $2.1 billion ($1.9 billion net of cash acquired). A substantial portion of the total consideration related to identifiable acquired intangibles and goodwill (see Note 6 to the Unaudited Consolidated Financial Statements). Since our annual goodwill impairment test in September 2013, there have been no events or changes in circumstances to indicate a potential impairment to the goodwill associated with this acquisition. If KAYAK is unsuccessful in profitably growing its global online travel brand or it experiences a significant reduction in advertising revenues due to factors such as a loss of continued access to travel services information provided by other OTAs or travel service providers or a reduction in advertising on its websites or mobile apps, we may incur an impairment charge related to this goodwill.

Results of Operations

Three and Six Months Ended June 30, 2014 compared to the Three and Six Months Ended June 30, 2013

Operating and Statistical Metrics

Our financial results are driven by certain operating metrics that encompass the booking activity generated by our travel services. Specifically, reservations of accommodation room nights, rental car days and airline tickets capture the volume of units purchased by our customers. Gross bookings is an operating and statistical metric that captures the total dollar value, generally inclusive of taxes and fees, of all travel services booked by our customers and is widely used in the travel business. International gross bookings reflect gross bookings generated principally by our Booking.com, agoda.com and rentalcars.com businesses and domestic gross bookings reflect gross bookings generated principally by our priceline.com business, in each case without regard to the travel destination or the location of the customer purchasing the travel. We follow a similar approach for reporting international and domestic revenue and gross profit.

Gross bookings resulting from accommodation room nights, rental car days and airline tickets reserved through our international and U.S. operations for the three and six months ended June 30, 2014 and 2013 were as follows (numbers may not total due to rounding):

	Three Months Ended June 30, (in millions)		Change	Six Months Ended June 30, (in millions)		Change
	2014	2013		2014	2013	
International	$ 11,682	$ 8,579	36.2%	$ 22,326	$ 16,362	36.4%
Domestic	1,856	1,538	20.6%	3,492	2,908	20.1%
Total	$ 13,538	$ 10,118	33.8%	$ 25,818	$ 19,270	34.0%

Gross bookings increased by 33.8% and 34.0% for the three and six months ended June 30, 2014 compared to the same periods in 2013 (growth on a local currency basis was approximately 32% and 34% for the three and six months, respectively), principally due to growth of 29.2% and 30.5% in accommodation room night reservations, 3% growth on a local currency basis in ADRs, 22.3% and 22.4% growth in airline ticket reservations and growth of 14.4% and 18.9% in rental car day reservations for the three and six months, respectively. International gross bookings grew by 36.2% and 36.4% (growth on a local currency basis was approximately 35% and 36%) for the three and six months ended June 30, 2014, respectively, compared to the same periods in 2013. International gross bookings growth was primarily attributable to growth in accommodation room night reservations for our Booking.com and agoda.com businesses, as well as growth in rental car day reservations for our rentalcars.com business. Domestic gross bookings increased by 20.6% and 20.1% for the three and six months ended June 30, 2014, respectively, compared to the same periods in 2013, primarily due to increases in priceline.com's retail airline ticket, retail hotel, *Express Deals*® and rental car services, partially offset by declines in our *Name Your Own Price*® hotel and air services.

Gross bookings resulting from reservations of accommodation room nights, rental car days and airline tickets made through our agency and merchant models for the three and six months ended June 30, 2014 and 2013 were as follows (numbers may not total due to rounding):

	Three Months Ended June 30, (in millions)		Change	Six Months Ended June 30, (in millions)		Change
	2014	2013		2014	2013	
Agency	$ 11,581	$ 8,425	37.4%	$ 22,096	$ 16,073	37.5%
Merchant	1,957	1,692	15.7%	3,721	3,197	16.4%
Total	$ 13,538	$ 10,118	33.8%	$ 25,818	$ 19,270	34.0%

Agency gross bookings increased 37.4% and 37.5% for the three and six months ended June 30, 2014, respectively, compared to the same periods in 2013, primarily due to growth in Booking.com accommodation room night reservations, as well as growth in priceline.com's retail airline ticket, rental car and hotel services. Merchant gross bookings increased 15.7% and 16.4% for the three and six months ended June 30, 2014, respectively, compared to the same periods in 2013, primarily due to increases in agoda.com, rentalcars.com and priceline.com *Express Deals®* hotel and retail hotel services, as well as higher *Name Your Own Price®* rental car ADRs, partially offset by declines in our *Name Your Own Price®* hotel and air services.

Units sold for accommodation room nights, rental car days and airline tickets for the three and six months ended June 30, 2014 and 2013 were as follows:

	Three Months Ended June 30, (in millions)			Six Months Ended June 30, (in millions)		
	2014	2013	Change	2014	2013	Change
Room Nights	89.6	69.4	29.2%	173.0	132.6	30.5%
Rental Car Days	14.3	12.5	14.4%	26.7	22.4	18.9%
Airline Tickets	2.1	1.7	22.3%	4.2	3.4	22.4%

Accommodation room night reservations increased by 29.2% and 30.5% for the three and six months ended June 30, 2014, respectively, compared to the same periods in 2013, principally due to an increase in Booking.com, agoda.com and priceline.com accommodation room night reservations. Booking.com, our most significant brand, included over 525,000 properties on its website as of August 8, 2014 (updated property counts are available on the Booking.com website). Booking.com has added properties over the past year in its core European market as well as higher-growth markets such as North America (which is a newer market for Booking.com), Asia-Pacific and South America. An increasing amount of our business from a destination and point-of-sale perspective is conducted in these newer markets which are growing faster than our overall growth rate and our core European market.

Rental car day reservations increased by 14.4% and 18.9% for the three and six months ended June 30, 2014, respectively, compared to the same periods in 2013, due to an increase in retail rental car day reservations for rentalcars.com and priceline.com, partially offset by a decline in our *Name Your Own Price®* rental car reservation service.

Airline ticket reservations increased by 22.3% and 22.4% for the three and six months ended June 30, 2014, respectively, compared to the same periods in 2013, due to an increase in price-disclosed airline ticket reservations for priceline.com driven primarily by increased paid advertising placements on KAYAK.

Revenues

We classify our revenue into three categories:

- Agency revenues are derived from travel related transactions where we are not the merchant of record and where the prices of the travel services are determined by third parties. Agency revenues include travel commissions, GDS reservation booking fees related to certain travel services, travel insurance fees and customer processing fees and are reported at the net amounts received, without any associated cost of revenue. Substantially all of the revenue for Booking.com is agency revenue comprised of travel commissions.

- Merchant revenues are derived from services where we are the merchant of record and therefore charge the customer's credit card for the travel services provided. Merchant revenues include (1) transaction revenues representing the price of *Name Your Own Price®* hotel room night, rental car and airline ticket reservations and vacation packages; (2) transaction revenues representing the amount charged to a customer, less the amount charged to us by travel service providers in connection with (a) the accommodation reservations provided through our merchant price-disclosed hotel services at agoda.com and priceline.com and (b) the reservations provided through our merchant rental car service at rentalcars.com and merchant *Express Deals®* services at priceline.com, which allow customers to see the price of the reservation prior to purchase but not the identity of the travel service provider; (3) customer processing fees charged in connection with *Name Your Own Price®* hotel, rental car and airline ticket reservations and merchant price-disclosed hotel reservations; and (4) ancillary fees, including GDS reservation booking fees related to certain of the services listed above.

- Advertising and other revenues are derived primarily from KAYAK for sending referrals to OTAs and travel service providers, as well as from advertising placements on KAYAK's websites and mobile applications.

	Three Months Ended June 30, (in thousands)			Six Months Ended June 30, (in thousands)		
	2014	2013	Change	2014	2013	Change
Agency Revenues	$ 1,474,396	$ 1,064,640	38.5 %	$ 2,515,540	$ 1,834,568	37.1 %
Merchant Revenues	567,253	580,224	(2.2)%	1,094,251	1,108,788	(1.3)%
Advertising and Other Revenues	81,926	35,374	131.6 %	155,586	38,894	300.0 %
Total Revenues	$ 2,123,575	$ 1,680,238	26.4 %	$ 3,765,377	$ 2,982,250	26.3 %

Agency Revenues

Agency revenues for the three and six months ended June 30, 2014 increased 38.5% and 37.1%, respectively, compared to the same periods in 2013, primarily as a result of growth in the business of Booking.com. Our priceline.com agency revenues benefited from growth in our retail airline ticket, rental car and hotel businesses.

Merchant Revenues

Merchant revenues for the three and six months ended June 30, 2014 decreased 2.2% and 1.3%, respectively, compared to the same periods in 2013, primarily due to decreases in revenues from our *Name Your Own Price®* hotel, rental car and airline ticket services, mostly offset by increases in our agoda.com business, rentalcars.com business and priceline.com's *Express Deals®* hotel service, retail hotel service and vacation package service for the three and six months ended June 30, 2014, compared to the same periods in 2013. Merchant revenue growth over the prior year period was substantially lower than merchant gross bookings growth because our merchant revenues are disproportionately affected by our *Name Your Own Price®* service. *Name Your Own Price®* revenues are recorded "gross" with a corresponding travel service provider cost recorded in cost of revenues, and represented a smaller percentage, year-over-year, of total revenues compared to our faster-growing agoda.com, rentalcars.com and priceline.com *Express Deals®* services, which are recorded in revenue "net" of travel service provider costs. As a result, we believe that gross profit is an important measure of evaluating growth in our business.

Advertising and Other Revenues

Advertising and other revenues during the three and six months ended June 30, 2014 consisted primarily of advertising revenues. Advertising revenues for the three and six months ended June 30, 2014 includes $76.4 million and $145.5 million, respectively, of KAYAK revenue as a result of the inclusion of KAYAK since its acquisition on May 21, 2013, and is net of intercompany revenues earned by KAYAK from other Priceline Group brands.

Cost of Revenues

	Three Months Ended June 30, (in thousands)			Six Months Ended June 30, (in thousands)		
	2014	2013	Change	2014	2013	Change
Cost of Revenues	$ 240,579	$ 296,383	(18.8)%	$ 475,910	$ 588,730	(19.2)%

For the three and six months ended June 30, 2014, cost of revenues consisted primarily of: (1) the cost paid to travel service providers for our *Name Your Own Price®* services, net of applicable taxes and charges; (2) fees paid to third parties by KAYAK and priceline.com to return travel itinerary information in response to search queries; and (3) the cost related to accruals for travel transaction taxes (e.g., hotel occupancy taxes, excise taxes, sales taxes, etc.). Cost of revenues for the three and six months ended June 30, 2014 decreased by 18.8% and 19.2%, respectively, compared to the same periods in 2013, primarily due to a decrease in our *Name Your Own Price®* hotel, rental car and airline ticket services, partially offset by increases in our priceline.com vacation package service and the inclusion of KAYAK since its acquisition on May 21, 2013. Cost of revenues for the six months ended June 30, 2013 includes an accrual recorded in the first quarter of 2013 of approximately $20.5 million (including estimated interest and penalties) for travel transaction taxes, principally related to unfavorable rulings in the State of Hawaii and the District of Columbia.

Agency revenues have no cost of revenue. Agency revenues principally consist of travel commissions on accommodation reservations.

Gross Profit

	Three Months Ended June 30, (in thousands)				Change	Six Months Ended June 30, (in thousands)				Change
	2014		2013			2014		2013		
Gross Profit	$	1,882,996	$	1,383,855	36.1%	$	3,289,467	$	2,393,520	37.4%
Gross Margin		88.7%		82.4%			87.4%		80.3%	

Total gross profit for the three and six months ended June 30, 2014 increased by 36.1% and 37.4%, respectively, compared to the same periods in 2013, primarily as a result of the increased revenue discussed above. Total gross margin (gross profit as a percentage of total revenue) increased during the three and six months ended June 30, 2014, compared to the same periods in 2013, because our revenues are disproportionately affected by our *Name Your Own Price®* service. *Name Your Own Price®* revenues are recorded "gross" with a corresponding travel service provider cost recorded in cost of revenues, and in the three and six months ended June 30, 2014 these revenues represented a smaller percentage of total revenues than in the same periods in 2013. Our retail and semi-opaque services, which are recorded in revenue "net" of travel service provider costs, have been growing faster than our *Name Your Own Price®* services. As a result, we believe that gross profit is an important measure of evaluating growth in our business. Our international operations accounted for approximately $1.65 billion and $2.86 billion of our gross profit for the three and six months ended June 30, 2014, respectively, which compares to $1.20 billion and $2.10 billion, respectively, for the same periods in 2013. Gross profit attributable to our international operations increased, on a local currency basis, by approximately 36% for both the three and six months ended June 30, 2014, compared to the same periods in 2013. Gross profit attributable to our U.S. businesses increased by 25% and 44% for the three and six months ended June 30, 2014, compared to the same periods in 2013. Gross profit for the three and six months ended June 30, 2014 was positively impacted by the inclusion of KAYAK since its acquisition on May 21, 2013. Gross profit for the six months ended June 30, 2013 was negatively impacted by an accrual recorded in the first quarter of 2013 of approximately $20.5 million (including estimated interest and penalties) for travel transaction taxes, principally related to unfavorable rulings in the State of Hawaii and the District of Columbia.

Operating Expenses

Advertising

	Three Months Ended June 30, (in thousands)				Change	Six Months Ended June 30, (in thousands)				Change
	2014		2013			2014		2013		
Online Advertising	$	639,655	$	463,135	38.1%	$	1,160,503	$	866,288	34.0%
% of Total Gross Profit		34.0%		33.5%			35.3%		36.2%	
Offline Advertising	$	58,026	$	32,130	80.6%	$	111,500	$	59,859	86.3%
% of Total Gross Profit		3.1%		2.3%			3.4%		2.5%	

Online advertising expenses primarily consist of the costs of (1) search engine keyword purchases; (2) referrals from meta-search and travel research websites; (3) affiliate programs; (4) banner, pop-up and other Internet advertisements; and (5) e-mail campaigns. For the three and six months ended June 30, 2014, online advertising expenses increased over the same periods in 2013, primarily to generate increased gross bookings. Online advertising as a percentage of gross profit for the three months and six months ended June 30, 2014 benefited from the inclusion of KAYAK. KAYAK spends a lower percentage of gross profit on online advertising than our other brands, and our consolidated results exclude intercompany advertising by our brands on KAYAK since the acquisition date. This favorable impact, which has benefited year-over-year comparisons through the anniversary of the acquisition on May 21, 2014, was more than offset for the three months ended June 30, 2014 and partially offset for the six months ended June 30, 2014 by (1) a year-over-year decline in advertising ROIs and (2) brand mix within The Priceline Group as our international brands grew faster than our U.S. brands and typically spend a higher percentage of gross profit on online advertising. In addition, gross profit for the six months ended June 30, 2013 was negatively impacted by an accrual recorded in the first quarter of 2013 of approximately $20.5 million (including estimated interest and penalties) for travel transaction taxes, principally related to unfavorable rulings in the State of Hawaii and the District of Columbia.

Offline advertising expenses are related to our Booking.com, KAYAK and priceline.com businesses and primarily consist of television advertising. For the three and six months ended June 30, 2014, offline advertising increased by 80.6% and 86.3%, respectively, compared to the same periods in 2013, due to the impact of the inclusion of KAYAK in our consolidated results since its acquisition on May 21, 2013, as well as the launch of offline advertising campaigns by Booking.com in the United States in 2013 and in Australia, Canada and the United Kingdom in 2014.

Sales and Marketing

	Three Months Ended June 30, (in thousands)			Six Months Ended June 30, (in thousands)		
	2014	2013	Change	2014	2013	Change
Sales and Marketing	$ 75,053	$ 59,855	25.4%	$ 139,364	$ 112,118	24.3%
% of Total Gross Profit	4.0%	4.3%		4.2%	4.7%	

Sales and marketing expenses consist primarily of (1) credit card processing fees associated with merchant transactions; (2) fees paid to third-parties that provide call center, website content translations and other services; (3) provisions for credit card chargebacks; and (4) provisions for bad debt, primarily related to agency accommodation commission receivables. For the three and six months ended June 30, 2014, sales and marketing expenses, which are substantially variable in nature, increased over the same periods in 2013, primarily due to increased gross booking volumes as well as expenses related to content translations and public relations. Sales and marketing expenses as a percentage of gross profit are typically higher for our merchant business, which incurs credit card processing fees. Our merchant business grew more slowly than our agency business, and as a result, sales and marketing expenses as a percentage of total gross profit for the three and six months ended June 30, 2014, declined compared to the same periods in 2013.

Personnel

	Three Months Ended June 30, (in thousands)			Six Months Ended June 30, (in thousands)		
	2014	2013	Change	2014	2013	Change
Personnel	$ 221,852	$ 165,997	33.6%	$ 416,383	$ 300,215	38.7%
% of Total Gross Profit	11.8%	12.0%		12.7%	12.5%	

Personnel expenses consist of compensation to our personnel, including salaries, stock-based compensation, bonuses, payroll taxes and employee health benefits. For the three and six months ended June 30, 2014, personnel expenses increased over the same periods in 2013, due primarily to increased headcount to support the growth of our businesses and the impact of the inclusion of KAYAK in our consolidated results since its acquisition on May 21, 2013.

Stock-based compensation expense was approximately $35.2 million and $74.0 million for the three and six months ended June 30, 2014, respectively, compared to $34.7 million and $56.4 million for the three and six months ended June 30, 2013, respectively. Stock-based compensation expense included $2.7 million and $6.8 million related to unvested assumed employee stock options and payroll taxes of $0.2 million and $0.7 million for exercises of assumed stock options during the three and six months ended June 30, 2014, respectively, compared to stock based compensation expense of $11.0 million related to unvested assumed employee stock options and $2.7 million for payroll taxes related to exercises of assumed stock options during the three months ended June 30, 2013.

General and Administrative

	Three Months Ended June 30, (in thousands)			Six Months Ended June 30, (in thousands)		
	2014	2013	Change	2014	2013	Change
General and Administrative	$ 91,067	$ 64,921	40.3%	$ 164,048	$ 115,082	42.5%
% of Total Gross Profit	4.8%	4.7%		5.0%	4.8%	

General and administrative expenses consist primarily of: (1) occupancy and office expenses; (2) personnel related expenses such as recruiting, training and travel expenses; and (3) fees for outside professionals, including litigation expenses. General and administrative expenses increased during the three and six months ended June 30, 2014 over the same periods in 2013, primarily due to higher occupancy and office expenses related to the expansion of our international businesses, higher travel, training and recruiting expenses related to increased headcount in all our businesses and the impact of the inclusion of KAYAK in our consolidated results since its acquisition on May 21, 2013. General and administrative expenses for the three and six months ended June 30, 2014 included approximately $5.6 million of professional fees related to consummated acquisitions. General and administrative expenses for three and six months ended June 30, 2013 included approximately $6.4 million and $8.5 million, respectively, of professional fees related to the acquisition of KAYAK.

Information Technology

	Three Months Ended June 30, (in thousands)			Six Months Ended June 30, (in thousands)		
	2014	2013	Change	2014	2013	Change
Information Technology	$ 24,042	$ 16,959	41.8%	$ 47,266	$ 30,181	56.6%
% of Total Gross Profit	1.3%	1.2%		1.4%	1.3%	

Information technology expenses consist primarily of: (1) system maintenance and software license fees; (2) data communications and other expenses associated with operating our services; (3) outsourced data center costs; and (4) payments to outside consultants. For the three and six months ended June 30, 2014, the increase in information technology expenses compared to the same periods in 2013 was due primarily to growth in our worldwide operations and the impact of the inclusion of KAYAK in our consolidated results since its acquisition on May 21, 2013.

Depreciation and Amortization

	Three Months Ended June 30, (in thousands)			Six Months Ended June 30, (in thousands)		
	2014	2013	Change	2014	2013	Change
Depreciation and Amortization	$ 40,287	$ 26,027	54.8%	$ 78,663	$ 45,107	74.4%
% of Total Gross Profit	2.1%	1.9%		2.4%	1.9%	

Depreciation and amortization expenses consist of: (1) amortization of intangible assets with determinable lives; (2) depreciation on computer equipment; (3) depreciation of internally developed and purchased software; and (4) depreciation of leasehold improvements, furniture and fixtures and office equipment. For the three and six months ended June 30, 2014, depreciation and amortization expense increased from the same periods in 2013 due primarily to increased intangible amortization from the KAYAK acquisition and increased depreciation expense due to capital expenditures for additional data center capacity and office build outs to support growth and geographic expansion, principally related to our Booking.com brand.

Other Income (Expense)

	Three Months Ended June 30, (in thousands)				Six Months Ended June 30, (in thousands)			
	2014		2013	Change	2014		2013	Change
Interest Income	$ 1,634		$ 1,141	43.2 %	$ 2,675		$ 2,015	32.8 %
Interest Expense	(17,106)		(19,633)	(12.9)%	(34,851)		(36,962)	(5.7)%
Foreign Currency Transactions and Other	(1,777)		(782)	127.2 %	(7,746)		(3,724)	108.0 %
Total	$ (17,249)		$ (19,274)	(10.5)%	$ (39,922)		$ (38,671)	3.2 %

For the three and six months ended June 30, 2014, interest income on cash and marketable securities increased over the same periods in 2013, primarily due to an increase in the average invested balance partially offset by lower yields. Interest expense decreased for the three and six months ended June 30, 2014 as compared to the same periods in 2013, primarily due to a decrease in the average outstanding debt resulting from early conversions of the 1.25% convertible senior notes due March 2015, partially offset by the May 2013 issuance of $1.0 billion aggregate principal amount of convertible senior notes due June 2020.

Derivative contracts that hedge our exposure to the impact of currency fluctuations on the translation of our international operating results into U.S. Dollars upon consolidation resulted in foreign exchange gains of $4.6 million and $4.3 million for the three and six months ended June 30, 2014, respectively, compared to foreign exchange gains of $1.8 million and $2.2 million for the three and six months ended June 30, 2013, respectively, and were recorded in "Foreign currency transactions and other" in the Unaudited Consolidated Statements of Operations.

Foreign exchange transaction losses, including costs related to foreign exchange transactions, resulted in losses of $3.8 million and $6.0 million for the three and six months ended June 30, 2014, respectively, compared to foreign exchange losses of $2.5 million and $5.8 million for the three and six months ended June 30, 2013, respectively, and are recorded in "Foreign currency transactions and other" on the Unaudited Consolidated Statements of Operations.

During the first and second quarters of 2014, the Company delivered cash of $117.8 million to repay the aggregate principal amount and issued 289,430 shares of its common stock in satisfaction of the conversion value in excess of the principal amount associated with 1.25% Convertible Senior Notes due March 2015 that were converted prior to maturity. The conversion of our convertible debt prior to maturity resulted in non-cash losses of $2.7 million and $6.1 million for the three and six months ended June 30, 2014 and is recorded in "Foreign currency transactions and other" on the Unaudited Consolidated Statements of Operations.

Income Taxes

	Three Months Ended June 30, (in thousands)				Six Months Ended June 30, (in thousands)			
	2014		2013	Change	2014		2013	Change
Income Tax Expense	$ 139,314		$ 98,117	42.0%	$ 224,149		$ 144,267	55.4%

Our effective tax rates for the three and six months ended June 30, 2014 were 19.5% and 19.8%, respectively, compared to 18.3% and 17.5% for the same periods in 2013. Our effective tax rate differs from the U.S. statutory tax rate of 35%, due to lower tax rates outside the United States, partially offset by state income taxes and certain non-deductible expenses. Our effective tax rate was higher for the three and six months ended June 30, 2014, compared to the same periods in 2013, primarily due to the acquisition of KAYAK on May 21, 2013, which is principally taxed at the higher U.S. tax rates.

According to Dutch corporate income tax law, income generated from qualifying "innovative" activities is taxed at a rate of 5% ("Innovation Box Tax") rather than the Dutch statutory rate of 25%. Booking.com obtained a ruling from the Dutch tax authorities in February 2011 confirming that a portion of its earnings is eligible for Innovation Box Tax treatment. The ruling from the Dutch tax authorities is valid through December 31, 2017.

Until our U.S. net operating loss carryforwards are utilized or expire, most of our U.S. income will not be subject to a cash tax liability, other than federal alternative minimum tax and state income taxes. However, we expect to pay foreign taxes on our non-U.S. income except in countries where we have operating loss carryforwards. We expect that our international operations will grow their pretax income more than the U.S. business over the long term and, therefore, it is our expectation that our cash tax payments will increase as our international businesses generate an increasing share of our pre-tax income.

We will be subject to increased income taxes in the event that our cash balances held outside the United States are remitted to the United States. As of June 30, 2014, we held approximately $5.4 billion of cash, cash equivalents and short-term investments outside of the United States. We currently intend to use our cash held outside the United States to reinvest in our non-U.S. operations. If our cash balances outside the United States continue to grow and our ability to reinvest those balances outside the United States diminishes, it will become increasingly likely that we will repatriate some of these cash balances to the United States. In such event, we would likely be subject to additional income tax expense in the United States with respect to our unremitted non-U.S. earnings. We would not make additional income tax payments unless we were to actually repatriate our international cash balances to the United States. We would pay only U.S. federal alternative minimum tax and certain U.S. state income taxes as long as we have net operating loss carryforwards available to offset our U.S. taxable income. Additionally, if we were to repatriate cash held outside the United States to the United States, it would use a portion of our U.S. net operating loss carryforwards which could result in us being subject to a cash income tax liability on the earnings of our U.S. business sooner than would otherwise have been the case.

Redeemable Noncontrolling Interests

	Three Months Ended June 30, (in thousands)			Six Months Ended June 30, (in thousands)		
	2014	2013	Change	2014	2013	Change
Net income attributable to noncontrolling interests	$ —	$ 114	(100.0)%	$ —	$ 135	(100.0)%

We purchased the remaining outstanding shares underlying the redeemable noncontrolling interests in April 2013.

Liquidity and Capital Resources

As of June 30, 2014, we had $7.2 billion in cash, cash equivalents and short-term investments. Approximately $5.4 billion of our cash, cash equivalents and short-term investments is held by our international subsidiaries and is denominated primarily in U.S. Dollars, Euros and, to a lesser extent, in British Pounds Sterling and other currencies. We currently intend to permanently reinvest these funds in our international operations. If we repatriate cash to the United States, we would utilize our net operating loss carryforwards and beyond that amount incur additional tax payments in the United States. Cash equivalents and short-term investments are primarily comprised of foreign and U.S. government securities and bank deposits.

In October 2011, we entered into a $1.0 billion five-year unsecured revolving credit facility with a group of lenders. Borrowings under the revolving credit facility will bear interest, at our option, at a rate per annum equal to either (i) the adjusted LIBOR for the interest period in effect for such borrowing plus an applicable margin ranging from 1.00% to 1.50%; or (ii) the greatest of (a) JPMorgan Chase Bank, National Association's prime lending rate, (b) the federal funds rate plus 0.50%, and (c) an adjusted LIBOR for an interest period of one month plus 1.00%, plus an applicable margin ranging from 0.00% to 0.50%. Undrawn balances available under the revolving credit facility are subject to commitment fees at the applicable rate ranging from 0.10% to 0.25%.

The revolving credit facility provides for the issuance of up to $100.0 million of letters of credit as well as borrowings of up to $50.0 million on same-day notice, referred to as swingline loans. Borrowings under the revolving credit facility may be made in U.S. Dollars, Euros, British Pounds Sterling and any other foreign currency agreed to by the lenders. The proceeds of loans made under the facility will be used for working capital and general corporate purposes. As of June 30, 2014, there were no borrowings under the facility, and approximately $2.4 million of letters of credit were issued under the facility.

On July 24, 2014, we acquired OpenTable, Inc., a leading provider of online restaurant reservations, in a cash transaction for a purchase price of approximately $2.5 billion (approximately $2.4 billion net of cash acquired) or $103.00 per share of OpenTable common stock. We funded the acquisition from cash on hand in the United States and $995 million borrowed under our revolving credit facility. Also in connection with this acquisition, we assumed unvested employee stock options and restricted stock units with an estimated fair value at acquisition of approximately $95 million, which will be accounted for as post-combination compensation expense. We intend to explore options for longer term financing in the future.

On August 6, 2014, we used our international cash to invest in a five-year Senior Convertible Note issued by Ctrip.com International Ltd. ("Ctrip"). The Note was issued at par with an aggregate principal amount of $500 million.

As of June 30, 2014, we had a remaining aggregate amount of $654.5 million authorized by our Board of Directors to purchase our common stock. We may from time to time make additional repurchases of our common stock, depending on prevailing market conditions, alternate uses of capital, and other factors.

Our merchant transactions are structured such that we collect cash up front from our customers and then we pay most of our travel service providers at a subsequent date. We therefore tend to experience significant swings in deferred merchant bookings and travel service provider payables seasonally depending on the absolute level of our merchant transactions during the last few weeks of every quarter.

For the six months ended June 30, 2014, we paid $117.8 million to satisfy the aggregate principal amount due and issued 289,430 shares of our common stock in satisfaction of the conversion value in excess of the principal amount for debt converted prior to maturity. As of August 4, 2014, the Company had received early conversion notices that were settled in the third quarter of 2014 for an aggregate principal amount of approximately $4 million and issued shares of its common stock to satisfy the conversion value in excess of the principal amount associated with the 1.25% Convertible Senior Notes due March 2015.

Net cash provided by operating activities for the six months ended June 30, 2014, was $867.0 million, resulting from net income of $907.7 million and a favorable impact of $221.0 million for non-cash items not affecting cash flows, partially offset by net unfavorable changes in working capital and other assets and liabilities of $261.7 million. For the six months ended June 30, 2014, prepaid expenses and other current assets increased by $264.0 million, principally related to a first quarter prepayment of $346.4 million for income taxes for 2014 by Booking.com to earn a prepayment discount. For the six months ended June 30, 2014, accounts receivable increased $313.0 million, primarily due to increases in business volumes. For the six months ended June 30, 2014, accounts payable, accrued expenses and other current liabilities increased by $312.9 million. The increase in these working capital balances was primarily related to seasonality and increases in business volumes. Our bookings and revenues are generally higher in the second quarter of the year than in the fourth quarter of the year which typically results in higher accounts receivable, deferred merchant bookings, accounts payable and accrued expenses at June 30 compared to December 31. The growth in deferred merchant bookings was partly offset by an initiative at agoda.com which allows their customers to pay near the time of travel rather than at the time booking. Non-cash items were principally associated with stock-based compensation expense, depreciation and amortization, amortization of debt discount of our convertible notes, and deferred income taxes.

Net cash provided by operating activities for the six months ended June 30, 2013, was $776.5 million, resulting from net income of $681.7 million and a favorable impact of $133.9 million for non-cash items not affecting cash flows, partially offset by net unfavorable changes in working capital and other assets and liabilities of $39.1 million. For the six months ended June 30, 2013, prepaid expenses and other current assets increased by $133.1 million, principally related to a first quarter prepayment of $224.0 million for income taxes for 2013 by Booking.com to earn a prepayment discount. For the six months ended June 30, 2013, accounts receivable increased $243.0 million and accounts payable, accrued expenses and other current liabilities increased by $328.0 million. The increase in these working capital balances were primarily related to seasonality and increases in business volumes. Non-cash items were principally associated with stock-based compensation expense, depreciation and amortization, amortization of debt discount of our convertible notes, and deferred income taxes.

Net cash provided by investing activities was $1.5 billion for the six months ended June 30, 2014. Investing activities for the six months ended June 30, 2014 were affected by net sales of investments of $1.8 billion, partially offset by $101.1 million used for acquisitions, net of cash acquired, net payments of $69.8 million for the settlement of foreign currency contracts and a change in restricted cash of $5.2 million. Net cash used in investing activities was $986.0 million for the six months ended June 30, 2013. Investing activities for the six months ended June 30, 2013 were affected by net purchases of investments of $573.9 million, $330.8 million for acquisitions, net of cash acquired, payments of $44.2 million for the settlement of foreign currency contracts, and a change in restricted cash of $0.6 million. Cash invested in purchase of property and equipment was $62.0 million and $36.5 million in the six months ended June 30, 2014 and 2013, respectively.

Net cash used in financing activities was $193.2 million for the six months ended June 30, 2014. The cash used by financing activities for the six months ended June 30, 2014 primarily consisted of treasury stock purchases of $97.3 million and payments of $117.8 million related to the conversion of senior notes, partially offset by proceeds from the exercise of employee stock options of $9.7 million and excess tax benefits from stock-based compensation of $12.2 million. Net cash provided by financing activities was $453.5 million for the six months ended June 30, 2013. The cash provided by financing activities for the six months ended June 30, 2013 was primarily related to proceeds from the issuance of convertible senior notes with an aggregate principal amount of $1.0 billion less $20.0 million of initial debt discount, proceeds from the exercise of employee stock options of $72.8 million. and excess tax benefits from stock-based compensation of $17.8 million, partially offset by treasury stock purchases of $423.3 million, $192.5 million spent to purchase the remaining shares underlying noncontrolling interests, and payments of $1.1 million for stock issuance costs.

Contingencies

A number of jurisdictions have initiated lawsuits against online travel companies, including us, related to, among other things, the payment of travel transaction taxes (e.g., hotel occupancy taxes, excise taxes, sales taxes, etc.). In addition, a number of U.S. states, counties and municipalities have initiated audit proceedings, issued proposed tax assessments or started inquiries relating to the payment of travel transaction taxes. To date, the majority of taxing jurisdictions in which we facilitate the making of travel reservations have not asserted that taxes are due and payable on our travel services. With respect to jurisdictions that have not initiated proceedings to date, it is possible that they will do so in the future or that they will seek to amend their tax statutes and seek to collect taxes from us only on a prospective basis. See Note 13 to the Unaudited Consolidated Financial Statements for a description of these pending cases and proceedings, and Part II Item 1A Risk Factors - "*Adverse application of state and local tax laws could have an adverse effect on our business and results of operations*" in this Quarterly Report.

As a result of this litigation and other attempts by jurisdictions to levy similar taxes, we have established an accrual for the potential resolution of issues related to travel transaction taxes in the amount of approximately $55 million at both June 30, 2014 and December 31, 2013 (which includes, among other things, amounts related to the litigation in the State of Hawaii, San Antonio, District of Columbia and Chicago). The accrual is based on our estimate of the probable cost of resolving these issues. Our legal expenses for these matters are expensed as incurred and are not reflected in the amount accrued. The actual cost may be less or greater, potentially significantly, than the liabilities recorded. An estimate for a reasonably possible loss or range of loss in excess of the amount accrued cannot be reasonably made. We believe that even if we were to suffer adverse determinations in the near term in more of the pending proceedings than currently anticipated given results to date, because of our available cash, it would not have a material impact on our liquidity.

Off-Balance Sheet Arrangements

As of June 30, 2014, we did not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Sections of this Form 10-Q including, in particular, our Management's Discussion and Analysis of Financial Condition and Results of Operations above and the Risk Factors contained in Part II Item 1A hereof, contain forward-looking statements. These forward-looking statements reflect the views of our management regarding current expectations and projections about future events and are based on currently available information. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict; therefore, actual results could differ materially from those described in the forward-looking statements.

Expressions of future goals and expectations and similar expressions, including "may," "will," "should," "could," "expects," "plans," "anticipates," "intends," "believes," "estimates," "predicts," "potential," "targets," or "continue," reflecting something other than historical fact are intended to identify forward-looking statements. Our actual results could differ materially from those described in the forward-looking statements for various reasons including the risks we face which are more fully described in Part II Item 1A, Risk Factors. Unless required by law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. However, readers should carefully review the reports and documents we file or furnish from time to time with the Securities and Exchange Commission, particularly our Annual Report on Form 10-K for the year ended December 31, 2013, and our Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We manage our exposure to interest rate risk and foreign currency risk through internally established policies and procedures and, when deemed appropriate, through the use of derivative financial instruments. We use foreign exchange derivative contracts to manage short-term foreign currency risk.

The objective of our policies is to mitigate potential income statement, cash flow and fair value exposures resulting from possible future adverse fluctuations in rates. We evaluate our exposure to market risk by assessing the anticipated near-term and long-term fluctuations in interest rates and foreign exchange rates. This evaluation includes the review of leading market indicators, discussions with financial analysts and investment bankers regarding current and future economic conditions and the review of market projections as to expected future rates. We utilize this information to determine our own investment strategies as well as to determine if the use of derivative financial instruments is appropriate to mitigate any potential future market exposure that we may face. Our policy does not allow speculation in derivative instruments for profit or execution of derivative instrument contracts for which there are no underlying exposures. We do not use financial instruments for trading purposes and are not a party to any leveraged derivatives. To the extent that changes in interest rates and currency exchange rates affect general economic conditions, we would also be affected by such changes.

We did not experience any material changes in interest rate exposures during the three months ended June 30, 2014. Based upon economic conditions and leading market indicators at June 30, 2014, we do not foresee a significant adverse change in interest rates in the near future.

Fixed rate investments are subject to unrealized gains and losses due to interest rate volatility. We performed a sensitivity analysis to determine the impact a change in interest rates would have on the fair value of our available for sale investments assuming an adverse change of 100 basis points. A hypothetical 100 basis points (1.0%) increase in interest rates would have resulted in a decrease in the fair values of our investments as of June 30, 2014 of approximately $14 million. These hypothetical losses would only be realized if we sold the investments prior to their maturity.

As of June 30, 2014, the outstanding aggregate principal amount of our debt was approximately $2.0 billion. We estimate that the market value of such debt was approximately $2.8 billion as of June 30, 2014. A substantial portion of the market value of our debt in excess of the outstanding principal amount is related to the conversion premium on our outstanding convertible bonds.

We conduct a significant portion of our business outside the United States through subsidiaries with functional currencies other than the U.S. Dollar (primarily Euros). As a result, we face exposures to adverse movements in currency exchange rates as the operating results of our international operations are translated from local currency into U.S. Dollars upon consolidation. If the U.S. Dollar weakens against the local currency, the translation of these foreign-currency-denominated balances will result in increased net assets, gross bookings, gross profit, operating expenses, and net income. Similarly, our net assets, gross bookings, gross profit, operating expenses, and net income will decrease if the U.S. Dollar strengthens against the local currency. Additionally, foreign exchange rate fluctuations on transactions, denominated in currencies other than the functional currency results in gains and losses that are reflected in the Unaudited Consolidated Statement of Operations.

From time to time, we enter into foreign exchange derivative contracts to minimize the impact of short-term foreign currency fluctuations on our consolidated operating results. These derivative contracts principally address foreign exchange fluctuation risk for the Euro and the British Pound Sterling versus the U.S. Dollar. As of June 30, 2014 and December 31, 2013, there were no such outstanding derivative contracts. Foreign exchange gains of $4.6 million and $4.3 million for the three and six months ended June 30, 2014, respectively, compared to foreign exchange gains of $1.8 million and $2.2 million for the three and six months ended June 30, 2013, respectively, were recorded in "Foreign currency transactions and other" in the Unaudited Consolidated Statements of Operations.

As of June 30, 2014 and December 31, 2013, we had outstanding forward currency contracts with a notional value of approximately 2.0 billion Euros and 3.0 billion Euros, respectively, that are designated as hedges of our net investment in a foreign subsidiary for accounting purposes. These contracts are all short-term in nature. Mark-to-market adjustments on these net investment hedges are recorded as currency translation adjustments. The fair value of these derivatives at June 30, 2014 was a net liability of $19.2 million, with $25.2 million recorded in "Accrued expenses and other current liabilities" and $6.0 million recorded in "Prepaid expenses and other current assets" on the Unaudited Consolidated Balance Sheet. The fair value of these derivatives at December 31, 2013 was a net liability of $121.3 million, with $121.5 million recorded in "Accrued expenses and other current liabilities" and $0.2 million recorded in "Prepaid expenses and other current assets" on the Unaudited Consolidated Balance Sheet. A hypothetical 10% strengthening of the foreign exchange rates relative to the U.S. Dollar, with all other variables held constant, would have resulted in a derivative liability of approximately $290 million as of June 30, 2014. See Note 5 to the Unaudited Consolidated Financial Statements for further detail on our derivative instruments.

Item 4. Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Exchange Act Rule 13a-15(e). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

No change in our internal control over financial reporting, as defined in Exchange Act Rule 13a-15(e), occurred during the three months ended June 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

A description of material legal proceedings to which we are a party, and updates thereto, is contained in Note 13 to our Unaudited Consolidated Financial Statements included in this Quarterly Report on Form 10-Q for the three months ended June 30, 2014, and is incorporated into this Item 1 by reference thereto.

Item 1A. Risk Factors

The following risk factors and other information included in this Quarterly Report should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe are immaterial may also impair our business, results of operations or financial condition. If any of the following risks occur, our business, financial condition, operating results and cash flows could be materially adversely affected.

Declines or disruptions in the travel industry could adversely affect our business and financial performance.

Our financial prospects are significantly dependent upon the sale of travel services, particularly leisure travel. Travel, including accommodation (including hotels, bed and breakfasts, hostels, apartments, vacation rentals (including "aparthotels," which are apartments with a front desk and cleaning service) and other properties), rental car and airline ticket reservations, is dependent on discretionary spending levels. As a result, sales of travel services tend to decline during general economic downturns and recessions when consumers engage in less discretionary spending, are concerned about unemployment or inflation, have reduced access to credit or experience other concerns or effects that reduce their ability or willingness to travel. Accordingly, the recent worldwide recession led to a weakening in the fundamental demand for our travel reservation services and an increase in the number of consumers who canceled existing travel reservations with us. Also during the recession, the accommodation industry experienced a significant decrease in occupancy rates and average daily rates ("ADRs"). While lower occupancy rates have historically resulted in accommodation providers increasing their distribution of accommodation reservations through third-party intermediaries such as us, our remuneration for accommodation reservation transactions changes proportionately with price, and therefore, lower ADRs generally have a negative effect on our accommodation reservation business and a negative effect on our gross profit. Further, during periods of higher occupancy rates, accommodation providers may decrease their distribution of accommodation reservations through third-party intermediaries such as us, in particular through our discount services such as *Name Your Own Price®* and *Express Deals®*.

Many governments around the world, including the U.S. government and certain European governments, are operating at large financial deficits, resulting in high levels of sovereign debt in such countries. Failure to reach political consensus regarding workable solutions to these issues has resulted in a high level of uncertainty regarding the future economic outlook. This uncertainty, as well as concern over governmental austerity measures including higher taxes and reduced government spending, could impair consumer spending and adversely affect travel demand. At times, we have experienced volatility in transaction growth rates and weaker trends in hotel ADRs across many regions of the world, particularly in those European countries that appear to be most affected by economic uncertainties. We believe that these business trends are likely impacted by weak economic conditions and sovereign debt concerns. Disruptions in the economies of such countries could cause, contribute to or be indicative of deteriorating macro-economic conditions. In addition, during periods of elevated uncertainty, the value of the U.S. Dollar compared to other currencies, including the Euro, has often increased, which adversely affects our gross bookings, gross profit, operating income and net income as expressed in U.S. Dollars. The uncertainty of macro-economic factors and their impact on consumer behavior across regions, which may differ, makes it more difficult to forecast industry and consumer trends and the timing and degree of their impact on our markets and business, which in turn could adversely affect our ability to effectively manage our business and adversely affect our results of operations.

In addition, other unforeseen events beyond our control, such as higher oil prices, terrorist attacks, unusual weather patterns, natural disasters such as earthquakes, hurricanes, tsunamis, floods, volcanic eruptions (such as the April 2010 eruption of a volcano in Iceland), travel related health concerns including pandemics and epidemics such as Influenza H1N1, avian bird flu and SARS, political instability, regional hostilities, imposition of taxes or surcharges by regulatory authorities or travel related accidents, can disrupt travel or otherwise result in declines in travel demand. Because these events are largely unpredictable, they can dramatically and suddenly affect travel behavior by consumers, and therefore demand for our services, which can adversely affect our business and results of operations. For example, in late 2012 Hurricane Sandy disrupted travel in the northeastern United States. In early 2011, Japan was struck by a major earthquake, tsunami and nuclear emergency. In October 2011, severe flooding in Thailand, a key market for our agoda.com business and the Asian business of Booking.com, negatively impacted booking volumes and cancellation rates in that market. In addition, Thailand has recently experienced disruptive civil unrest, which has negatively impacted booking volumes and cancellation rates in this market. In early 2010, Thailand also experienced civil unrest, which caused the temporary relocation of agoda.com's Thailand-based operations. Future natural disasters or civil or political unrest could further disrupt our business and operations.

We face risk related to the growth rate and expansion of our international business.

We derive a substantial portion of our revenues, and have significant operations, outside the United States. Our international operations include the Netherlands-based accommodation reservation service Booking.com, the Asia-based accommodation reservation service agoda.com, the U.K.-based rental car reservation service rentalcars.com and, to a lesser extent, KAYAK's international meta-search services and OpenTable's international business. Our international operations have achieved significant year-over-year growth in their gross bookings (an operating and statistical metric referring to the total dollar value, generally inclusive of all taxes and fees, of all travel services purchased by our customers). This growth rate, which has contributed significantly to our growth in consolidated revenue, gross profit and earnings per share, has declined, a trend we expect to continue as the absolute level of our gross bookings grows larger. Other factors may also slow the growth rates of our revenues derived from our international business, including, for example, worldwide economic conditions, any strengthening of the U.S. Dollar versus the Euro and other currencies, declines in ADRs, increases in cancellations, adverse changes in travel market conditions and the competitiveness of the market. A decline in the growth rates of our international business could have a negative impact on our future gross profit and earnings per share growth rates and, as a consequence, our stock price.

Our strategy involves continued rapid international expansion in regions throughout the world. Many of these regions have different customs, currencies, levels of customer acceptance of the Internet, legislation, regulatory environments, tax laws and levels of political stability. International markets may have strong local competitors with an established brand and travel service provider or restaurant relationships that may make expansion in that market difficult and costly and take more time than anticipated. In addition, compliance with non-U.S. legal, regulatory or tax requirements places demands on our time and resources, and we may nonetheless experience unforeseen and potentially adverse legal, regulatory or tax consequences. In some markets such as China, legal and other regulatory requirements may prohibit or limit participation by foreign businesses, such as by making foreign ownership or management of Internet or travel-related businesses illegal or difficult, or may make direct participation in those markets uneconomic, which could make our entry into and expansion in those markets difficult or impossible, require that we work with a local partner or result in higher operating costs. If we are unsuccessful in rapidly expanding in new and existing markets and managing that expansion, our business, results of operations and financial condition could be adversely affected.

Certain markets in which we operate that are in earlier stages of development have lower operating margins compared to more mature markets, which could have a negative impact on our overall margins as these markets increase in size over time. Also, we intend to continue to invest in adding accommodations available for reservation on our websites, including hotels, bed and breakfasts, hostels and vacation rentals. Vacation rentals generally consist of, among others, properties categorized as single-unit and multi-unit villas, holiday homes, apartments, "aparthotels" (which are apartments with a front desk and cleaning service) and chalets and are generally self-catered (i.e., include a kitchen), directly bookable properties. Many of the newer accommodations we add to our travel reservation services, especially in highly penetrated markets, may have fewer rooms, lower ADRs or higher credit risk and may appeal to a smaller subset of consumers (e.g., hostels and bed and breakfasts), and therefore may also negatively impact our margins. For example, because a vacation rental is either a single unit or a small collection of independent units, vacation rental properties represent more limited booking opportunities than non-vacation rental properties, which generally have more units to rent per property. Our non-hotel accommodations in general may be subject to increased seasonality due to local tourism seasons, weather or other factors. As we increase our non-hotel accommodation business, these different market characteristics could negatively impact our profit margins; and, to the extent these properties represent an increasing percentage of the properties added to our websites, our gross bookings growth rate and property growth rate will likely diverge over time (since each such property has fewer booking opportunities). As a result of the foregoing, as the percentage of non-hotel accommodations increases, the number of reservations per property will likely decrease.

We believe that the increase in the number of accommodation providers that participate on our websites, and the corresponding access to accommodation room nights, has been a key driver of the growth of our accommodation reservation business. The growth in our accommodation bookings typically makes us an attractive source of consumer demand for our accommodation providers. However, accommodation providers may wish to limit the amount of business that flows through a single distribution channel. As a result, we may experience constraints on the number of accommodation room nights available to us, which could negatively impact our growth rate and results of operations.

The number of our employees worldwide has grown from less than 700 in the first quarter of 2007, to approximately 11,700 as of June 30, 2014, which growth is mostly comprised of hires by our international operations, including as a result of our international acquisitions. We may not be able to hire, train, retain, motivate and manage required personnel, which may limit our growth, damage our reputation, negatively affect our financial performance, and otherwise harm our business. In addition, expansion increases the complexity of our business and places additional strain on our management, operations, technical performance, financial resources and internal financial control and reporting functions. Our current and planned personnel, systems, procedures and controls may not be adequate to support and effectively manage this growth and our future operations, especially as we employ personnel in multiple geographic locations around the world. We are subject to risks typical of international businesses, including differing economic conditions, differing customs, languages and consumer expectations, changes in political climate, differing tax structures and other regulations and restrictions, including labor laws and customs, and foreign exchange rate volatility.

Intense competition could reduce our market share and harm our financial performance.

We compete with both online and traditional travel reservation services. The market for the travel reservation services we offer is intensely competitive, and current and new competitors can launch new services at a relatively low cost. Some of our current and potential competitors, such as Google, Apple and Facebook, have access to significantly greater and more diversified resources than we do, and they may be able to leverage other aspects of their businesses (e.g., search or mobile device businesses) to enable them to compete more effectively with us. For example, Google has entered various aspects of the online travel market through its acquisition of ITA Software, Inc., a major flight information software company, in 2011, its hotel meta-search service known as "Hotel Finder" (discussed below) and its recent license of hotel-booking software from Room 77.

We currently, or potentially may, compete with a variety of companies, including:

- online travel reservation services such as Expedia, Hotels.com, Hotwire, eLong, CarRentals.com and Venere, which are owned by Expedia; Travelocity and lastminute.com, which are owned by the Sabre Group; Orbitz.com, Cheaptickets, ebookers, HotelClub and RatesToGo, which are owned by Orbitz Worldwide; laterooms and asiarooms, which are owned by Tui Travel; Hotel Reservation Service and hotel.de, which are owned by Hotel Reservation Service; and AutoEurope, Car Trawler, Ctrip, HomeAway, MakeMyTrip, Airbnb, Webjet, Rakuten, Jalan, Hotel Urbano, ViajaNet, Submarino Viagens, Despegar/Decolar, 17u.com, Bookit.com, CheapOair, Mr. and Mrs. Smith, eDreams ODIGEO and Wotif (which has agreed to be acquired by Expedia);

- search, social networking and group buying companies, such as Google, Yahoo! (including Yahoo! Travel), Facebook, Groupon and Living Social;

- traditional travel agencies, wholesalers and tour operators, many of which combine physical locations, telephone services and online services, such as Carlson Wagonlit, American Express, Thomas Cook and Tui Travel, as well as thousands of individual travel agencies around the world;

- travel service providers such as accommodation providers, rental car companies and airlines, many of which have their own branded websites to which they drive business, including joint efforts by travel service providers such as Room Key, an online hotel reservation service owned by several major hotel companies; and

- online travel search and price comparison services (generally referred to as "meta-search" services), such as trivago (in which Expedia has acquired a majority ownership interest), TripAdvisor, Qunar, Skyscanner and HotelsCombined.

TripAdvisor, a leading travel research and review website, Google, the world's largest search engine, and other large, established companies with substantial resources and expertise in developing online commerce and facilitating Internet traffic have launched meta-search services and may create additional inroads into online travel, both in the United States and internationally. Meta-search services leverage their search technology to aggregate travel search results for the consumer's specific itinerary across travel service provider (e.g., accommodations, rental car companies or airlines), OTA and other travel websites and, in many instances, compete directly with us for consumers. Meta-search services intend to appeal to consumers by showing broader travel search results than may be available through OTAs or other travel websites, which could lead to travel service providers or others gaining a larger share of search traffic. TripAdvisor has begun supporting its meta-search service with offline advertising, and trivago, a leading meta-search service in Europe, recently expanded its offline advertising campaign into the United States. Google offers "Hotel Finder", a meta-search service that Google has at times placed at or near the top of hotel-related search results. Through our KAYAK meta-search service, we compete directly with other meta-search services. KAYAK depends on access to information related to travel service pricing, schedules, availability and other related information from OTAs and travel service providers. To the extent OTAs or travel service providers no longer provide such information to KAYAK, whether due to its affiliation with us or otherwise, KAYAK's business and results of operations could be harmed and the value of our investment in KAYAK could be adversely affected.

As consumers attempt to be more efficient in their shopping behavior, they may favor travel services offered by meta-search sites or search companies over OTAs, which could reduce traffic to our travel reservation websites, increase consumer awareness of our competitors' brands and websites and increase our advertising and other customer acquisition costs. To the extent any such consumer behavior leads to growth in our KAYAK meta-search business, such growth may not result in sufficient increases in profits from our KAYAK meta-search business to offset any related decrease in profits experienced by our OTA brands. Further, meta-search services may evolve into more traditional OTAs by offering consumers the ability to make travel reservations directly through their websites. For example, TripAdvisor facilitates hotel reservations on its transaction websites Tingo and Jetsetter and intends to allow consumers to make a reservation while staying on TripAdvisor. Meta-search providers may also offer direct booking services with travel service providers, which may lead to more consumers booking directly with a travel service provider rather than an OTA. To the extent consumers book travel services through a meta-search website or directly with a travel service provider after visiting a meta-search website or meta-search utility on a traditional search engine without using an OTA like us, or if meta-search services limit our participation within their search results, our business and results of operations could be adversely affected.

As a result of our acquisition of OpenTable, we now compete or may in the future compete with other restaurant reservation providers, such as Yelp's SeatMe service and LaFourchette, a European restaurant reservation business recently acquired by TripAdvisor.

Travel service providers, including multi-national hotel chains, rental car companies and airlines with which we conduct business, compete with us in online channels to drive consumers to their own websites in lieu of third-party distributors such as us. Travel service providers that sell on their own websites typically do not charge a processing fee, and, in some instances, offer advantages such as loyalty points, which could make their offerings more attractive to consumers than models like ours.

There has been a proliferation of new channels through which accommodations can offer reservations. For example, some accommodations offer reservations through "daily deal" websites such as Groupon and Living Social, which sell coupons to customers at a substantial discount. Companies such as HotelTonight, BackBid, GuestMob, Tingo and Hipmunk have developed new and differentiated offerings that endeavor to provide savings on accommodation reservations to consumers and that compete directly with us. Further, meta-search services may lower the cost for new companies to enter the market by providing a distribution channel without the cost of promoting the new entrant's brand to drive consumers directly to its website. If any of these new services are successful, we may experience less demand for our services and are likely to face more competition for access to the limited supply of discounted accommodation room rates.

In August 2013, Expedia and Travelocity announced that they had entered into an exclusive, long-term strategic marketing agreement, whereby Expedia will power the technology platforms for Travelocity's existing websites in the United States and Canada, while providing Travelocity access to Expedia's supply and customer services. To the extent this arrangement enhances Expedia's and/or Travelocity's ability to compete with us in the affected markets, our market share and results of operations could be adversely affected.

Competition in U.S. online travel remains intense and online travel companies are creating new promotions and consumer value features in an effort to gain competitive advantages. In particular, the competition to provide "opaque" accommodation reservation services to consumers, an area in which our priceline.com U.S. business has been a leader, has become more intense. For example, Expedia makes opaque accommodation reservations available through its Hotwire brand and on its principal website under the name "Expedia Unpublished Rates" and, we believe, has supported this initiative with steeper discounts through lower margins. As with our opaque *Name Your Own Price®* and *Express Deals®* accommodation reservation services, the name of the accommodation is not disclosed until after booking the reservation. We believe these offerings, in particular "Expedia Unpublished Rates," have adversely impacted the market share and year-over-year growth rate of our *Name Your Own Price®* opaque accommodation service, which began to experience a decline in room night reservations in the third quarter of 2011. These and other competitors could also launch opaque rental car services, which could negatively impact our opaque *Name Your Own Price®* rental car service. If Expedia or others are successful in growing their opaque accommodation reservation services, we may have less consumer demand for our opaque accommodation reservation services over time, and we would face more competition for access to the limited supply of discounted accommodation room rates. In an effort to compete more effectively against these new offerings, in 2012 we launched *Express Deals®*, a semi-opaque price-disclosed accommodation reservation service. While *Express Deals®* has been a significant contributor to the improved performance of our opaque accommodation reservation service, the offering may not ultimately be successful at recovering or growing U.S. accommodation reservation service market share. As a result of this increased competition, our share of the discount accommodation reservation market in the United States could further decrease, which would harm our business and results of operations. In addition, high hotel occupancy levels in the United States have had an adverse impact on our access to hotel rooms for our opaque hotel reservation services. Further, growth in discounted closed user group retail prices for hotel rooms lessens the price difference for members of the closed user group between a retail hotel reservation and an opaque hotel reservation, which may lead to fewer consumers using our opaque hotel reservation services.

We believe that a number of factors, including recent year-over-year increases in retail airfares, could cause consumers to engage in increased shopping behavior before making a travel purchase than they engaged in previously. Increased shopping behavior reduces our advertising efficiency and effectiveness because traffic becomes less likely to result in a purchase on our website, and such traffic is more likely to be obtained through paid online advertising channels than through free direct channels. Further, as consumers attempt to be more efficient in their shopping behavior, they may favor travel services offered by search companies or meta-search sites over OTAs, which could reduce traffic to our travel reservation websites, increase consumer awareness of our competitors' brands and websites, increase our advertising and other customer acquisition costs and adversely affect our business, margins and results of operations. To the extent any such increased shopping behavior leads to growth in our KAYAK meta-search business, such growth may not result in sufficient increases in revenues from our KAYAK meta-search business to offset any related decrease in gross profit or increase in advertising and other customer acquisition costs experienced by our OTA brands.

We rely on online advertising channels to enhance our brand awareness and to generate a significant amount of traffic to our websites.

We believe that maintaining and expanding the Booking.com, priceline.com, agoda.com, KAYAK, rentalcars.com and OpenTable brands, along with our other owned brands, are important aspects of our efforts to attract and retain customers. Effective online advertising has been an important factor in our growth, and we believe it will continue to be important to our future success. As our competitors spend increasingly more on advertising, we are required to spend more in order to maintain our brand recognition and, in the case of online advertising, to maintain and grow traffic to our websites. In addition, we have invested considerable money and resources in the establishment and maintenance of our brands, and we will continue to invest resources in advertising, marketing and other brand building efforts to preserve and enhance consumer awareness of our brands. We may not be able to successfully maintain or enhance consumer awareness and acceptance of our brands, and, even if we are successful in our branding efforts, such efforts may not be cost-effective. If we are unable to maintain or enhance consumer awareness and acceptance of our brands in a cost-effective manner, our business, market share and results of operations would be materially adversely affected.

Our online advertising efficiency is impacted by a number of factors that are subject to variability and that are, in some cases, outside of our control, including ADRs, costs per click, cancellation rates, foreign exchange rates and our ability to convert paid traffic to booking customers and then having customers return directly to our websites or mobile apps for future bookings. We use third party websites, including online search engines (primarily Google), meta-search and travel research services, and affiliate marketing as primary means of generating traffic to our websites. Our online advertising expense has increased significantly in recent years, a trend we expect to continue. In addition, our online advertising has grown faster than our gross profit due to (1) lower ROIs from our online advertising, (2) brand mix within The Priceline Group and (3) channel mix within certain of our brands. Our online advertising ROIs were down year-over-year for the six months ended June 30, 2014. Furthermore, our international brands are generally growing faster than our U.S. brands, and typically spend a higher percentage of gross profit on online advertising. Finally, certain of our brands are obtaining an increasing share of traffic through paid online advertising channels. Any reduction in our advertising efficiency could have an adverse effect on our business and results of operations, whether through reduced gross profit or gross profit growth or through advertising expenses increasing faster than gross profit and thereby reducing margins and earnings growth.

Our business could be negatively affected by changes in Internet search engine algorithms and dynamics or traffic-generating arrangements.

We use Google to generate a significant portion of the traffic to our websites, and, to a lesser extent, we use other search engines and meta-search websites to generate traffic to our websites, principally through pay-per-click advertising campaigns. The pricing and operating dynamics on these search engines can experience rapid change commercially, technically and competitively. For example, Google frequently updates and changes the logic which determines the placement and display of results of a consumer's search, such that the placement of links to our websites can be negatively affected and our costs to improve or maintain our placement in search results can increase. Google's "Hotel Finder," a utility that allows consumers to search and compare hotel accommodations, has at times placed at or near the top of hotel-related search results. If Google changes how it presents travel search results or the manner in which it conducts the auction for placement among search results, in either case in a manner that is competitively disadvantageous to us, whether to support its own travel related services or otherwise, our ability to efficiently generate traffic to our websites could be harmed, which in turn would have an adverse effect on our business, market share and results of operations.

In addition, we purchase website traffic from a number of other sources, including some operated by our competitors, in the form of pay-per-click arrangements that can be terminated with little or no notice. If one or more of such arrangements is terminated, our business, market share and results of operations could be adversely affected. Lastly, we rely on various third party distribution channels (i.e., marketing affiliates) to distribute hotel room, rental car and airline reservations. Should one or more of such third parties cease distribution of reservations made through us, or suffer deterioration in its search engine ranking, due to changes in search engine algorithms or otherwise, our business and results of operations could be negatively affected.

Recent trends in consumer adoption and use of mobile devices create new challenges and may enable device companies such as Apple to compete directly with us.

Widespread adoption of mobile devices, such as the iPhone, Android-enabled smart phones, and tablets such as the iPad, coupled with the improved web browsing functionality and development of thousands of useful "apps" available on these devices, is driving substantial traffic and commerce activity to mobile platforms. We have experienced a significant shift of business to mobile platforms and our advertising partners are also seeing a rapid shift of traffic to mobile platforms. Our major competitors and certain new market entrants are offering mobile applications for travel products and other functionality, including proprietary last-minute discounts for accommodation reservations. Advertising and distribution opportunities may be more limited on mobile devices given their smaller screen sizes. The gross profit earned on a mobile transaction may be less than a typical desktop transaction due to different consumer purchasing patterns. For example, accommodation reservations made on a mobile device typically are for shorter lengths of stay and are not made as far in advance. Further, given the device sizes and technical limitations of tablets and smartphones, mobile consumers may not be willing to download multiple apps from multiple companies providing a similar service and instead prefer to use one or a limited number of apps for their mobile travel and restaurant research and reservation activity. As a result, the consumer experience with mobile apps as well as brand recognition and loyalty are likely to become increasingly important. We have made significant progress creating mobile offerings that have received strong reviews and achieved solid download trends, and that are driving a material and increasing share of our business. We believe that mobile bookings present an opportunity for growth and are necessary to maintain and grow our business as consumers increasingly turn to mobile devices instead of a personal computer and to mobile applications in addition to a web browser. Further, many consumers use a mobile device based web browser instead of an app. As a result, it is increasingly important for us to develop and maintain effective mobile websites optimized for mobile devices to provide customers with appealing easy-to-use mobile website functionality. If we are unable to continue to rapidly innovate and create new, user-friendly and differentiated mobile offerings and efficiently and effectively advertise and distribute on these platforms, or if our mobile apps are not downloaded and used by consumers, we could lose market share to existing competitors or new entrants and our future growth and results of operations could be adversely affected.

Apple, one of the most innovative and successful companies in the world and producer of, among other things, the iPhone and iPad, obtained a patent for "iTravel," a mobile app that would allow a traveler to check in for a travel reservation. In addition, Apple's iPhone operating system includes "Passbook," a virtual wallet app that holds tickets, boarding passes, coupons and gift cards, and, along with iTravel, may be indicative of Apple's intent to enter the travel reservations business in some capacity. Apple has substantial market share in the smart phone category and controls integration of offerings, including travel services, into its mobile operating system. Apple also has more experience producing and developing mobile apps and has access to greater resources than we have. Apple may use or expand iTravel, Passbook, Siri (Apple's voice recognition "concierge" service) or another mobile app as a means of entering the travel reservations marketplace. Similarly, Google's Android operating system is the leading smart phone operating system in the world. As a result, Google could leverage its Android operating system to give its travel services a competitive advantage, either technically or with prominence on its

Google Play app store or within its mobile search results. To the extent Apple or Google use their mobile operating systems or app distribution channels to favor their own travel service offerings, our business could be harmed.

We are exposed to fluctuations in currency exchange rates.

We conduct a substantial majority of our business outside the United States but are reporting our results in U.S. Dollars. As a result, we face exposure to adverse movements in currency exchange rates as the financial results of our international business are translated from local currency (principally the Euro and the British Pound Sterling) into U.S. Dollars upon consolidation. For example, a strengthening of the Euro increases our Euro-denominated net assets, gross bookings, gross profit, operating expenses, and net income as expressed in U.S. Dollars, while a weakening of the Euro decreases our Euro-denominated net assets, gross bookings, gross profit, operating expenses, and net income as expressed in U.S. Dollars. Additionally, foreign exchange rate fluctuations on transactions denominated in currencies other than the functional currency result in gains and losses that are reflected in our financial results. Certain European Union countries with high levels of sovereign debt have had difficulty refinancing their debt. Concern around devaluation or abandonment of the Euro common currency, or that sovereign default risk may become more widespread and could include the United States, has led to significant volatility in the exchange rate between the Euro, the British Pound Sterling, the U.S. Dollar and other currencies. Sovereign debt issues in the European Union could lead to further significant, and potentially longer-term, devaluation of the Euro against the U.S. Dollar, which would adversely impact our Euro-denominated net assets, gross bookings, revenues, operating expenses, and net income as expressed in U.S. Dollars.

Our processing, storage, use and disclosure of personal data exposes us to risks of internal or external security breaches and could give rise to liabilities.

The security of data when engaging in electronic commerce is essential to maintaining consumer and travel service provider confidence in our services. Any security breach whether instigated internally or externally on our system or other Internet based systems could significantly harm our reputation and therefore our business, brand, market share and results of operations. We currently require consumers who use certain of our services to guarantee their offers with their credit card, either online or, in some instances, through our toll-free telephone service. We require user names and passwords in order to access our information technology systems. We also use encryption and authentication technologies to secure the transmission and storage of data and prevent access to our data or accounts. It is possible that computer circumvention capabilities, new discoveries or advances or other developments, including our own acts or omissions, could result in a compromise or breach of consumer data. For example, third parties may attempt to fraudulently induce employees or customers to disclose user names, passwords or other sensitive information ("phishing"), which may in turn be used to access our information technology systems. Our efforts to protect information from unauthorized access may be unsuccessful or may result in the rejection of legitimate attempts to book reservations through our services, any of which could result in lost business and materially adversely affect our business, reputation and results of operations.

Our existing security measures may not be successful in preventing security breaches. A party (whether internal, external, an affiliate or unrelated third party) that is able to circumvent our security systems could steal consumer information or transaction data or other proprietary information. In the last few years, several major companies, including Target, Zappos, Apple, AOL, LinkedIn, Google, and Yahoo! experienced high-profile security breaches that exposed their customers' personal information. We expend significant resources to protect against security breaches, and we may need to increase our security related expenditures to maintain or increase our systems' security or to address problems caused and liabilities incurred by breaches. These issues are likely to become more difficult to manage as we expand the number of places where we operate and as the tools and techniques used in such attacks become more advanced. Security breaches could result in negative publicity, damage our reputation, expose us to risk of loss or litigation and possible liability and subject us to regulatory penalties and sanctions. Security breaches could also cause consumers to lose confidence in our security and choose to use the services of our competitors, which would have a negative effect on the value of our brand, our market share and our results of operations. Our insurance policies carry low coverage limits, and would likely not be adequate to reimburse us for losses caused by security breaches.

We also face risks associated with security breaches affecting third parties conducting business over the Internet. Consumers generally are concerned with security and privacy on the Internet, and any publicized security problems could inhibit the growth of the Internet and negatively affect consumers' willingness to provide private information or effect commercial transactions on the Internet generally, including through our services. Some of our business is conducted with third party marketing affiliates, which may generate travel reservations through our infrastructure or through other systems. Additionally, consumers using our services could be affected by security breaches at third parties such as travel service providers or global distribution systems ("GDSs") upon which we rely. A security breach at any such third party marketing affiliate, travel service provider, GDS or other third party on which we rely could be perceived by consumers as a security breach of our systems and in any event could result in negative publicity, damage our reputation, expose us to risk of loss or litigation and possible liability and subject us to regulatory penalties and sanctions. In addition, such third parties may not comply with applicable disclosure requirements, which could expose us to liability.

In our processing of travel transactions, we receive and store a large volume of personally identifiable data. This data is increasingly subject to legislation and regulations in numerous jurisdictions around the world, including the Commission of the European Union through its Data Protection Directive and variations of that directive in the member states of the European Union. This government action is typically intended to protect the privacy of personal data that is collected, processed and transmitted in or from the governing jurisdiction. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between us and our subsidiaries, including employee information. These laws continue to develop and may be inconsistent from jurisdiction to jurisdiction. Non-compliance with these laws could result in penalties or significant legal liability. We could be adversely affected if legislation or regulations are expanded to require changes in our business practices or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect our business, results of operations or financial condition.

We are also subject to payment card association rules and obligations under our contracts with payment card processors. Under these rules and obligations, if information is compromised, we could be liable to payment card issuers for associated expenses and penalties. In addition, if we fail to follow payment card industry security standards, even if no customer information is compromised, we could incur significant fines or experience a significant increase in payment card transaction costs.

System capacity constraints, system failures or "denial-of-service" or other attacks could harm our business.

We have experienced rapid growth in consumer traffic to our websites and through our mobile apps, the number of accommodations on our extranets and the geographic breadth of our operations. If our systems cannot be expanded to cope with increased demand or fail to perform, we could experience unanticipated disruptions in service, slower response times, decreased customer service and customer satisfaction and delays in the introduction of new services, any of which could impair our reputation, damage our brands and materially and adversely affect our results of operations. Further, as an online business, we are dependent on the Internet and maintaining connectivity between ourselves and consumers, sources of Internet traffic, such as Google, and our travel service providers. As consumers increasingly turn to mobile devices, we also become dependent on consumers' access to the Internet through mobile carriers and their systems. Disruptions in Internet access, whether generally, in a specific market or otherwise, especially if widespread or prolonged, could materially adversely affect our business and results of operations. While we do maintain redundant systems and hosting services, it is possible that we could experience an interruption in our business, and we do not carry business interruption insurance sufficient to compensate us for all losses that may occur.

Our computer hardware for operating our services is currently located at hosting facilities around the world. These systems and operations are vulnerable to damage or interruption from human error, floods, fires, power loss, telecommunication failures and similar events. They are also subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct. Despite any precautions we may take, the occurrence of any disruption of service due to any such misconduct, natural disaster or other unanticipated problems at such facilities, or the failure by such facilities to provide our required data communications capacity could result in lengthy interruptions or delays in our services. Any system failure that causes an interruption or delay in service could impair our reputation, damage our brands or result in consumers choosing to use a competitive service, any of which could have a material adverse effect on our business and results of operations.

Our existing security measures may not be successful in preventing attacks on our systems, and any such attack could cause significant interruptions in our operations. For instance, from time to time, we have experienced "denial-of-service" type attacks on our systems that have made portions of our websites slow or unavailable for periods of time. There are numerous other potential forms of attack, such as "phishing" (where a third party attempts to infiltrate our systems or acquire information by posing as a legitimate inquiry or electronic communication), SQL injection (where a third party attempts to obtain information or otherwise insert malicious code into our software through data entry fields in our websites) and attempting to use our websites as a platform to launch a "denial-of-service" attack on another party, each of which could cause significant interruptions in our operations and potentially adversely affect our brand, operations and results of operations or involve us in legal or regulatory proceedings. We expend significant resources in an attempt to prepare for and mitigate the effects of any such attacks. Reductions in website availability and response time could cause loss of substantial business volumes during the occurrence of any such attack on our systems, and measures we may take to divert suspect traffic in the event of such an attack could result in the diversion of bona fide customers. These issues are likely to become more difficult to manage as we expand the number of places where we operate and as the tools and techniques used in such attacks become more advanced. Successful attacks could result in negative publicity, damage our reputation and prevent consumers from booking travel services through us during the attack, any of which could cause consumers to use the services of our competitors, which would have a negative effect on the value of our brand, our market share and our results of operations.

We rely on certain third party computer systems and third party service providers, including GDSs and computerized central reservation systems of the accommodation, rental car and airline industries in connection with providing some of our services. Any interruption in these third party services systems or deterioration in their performance could prevent us from booking related accommodation, rental car and airline reservations and have a material adverse effect on our business, brands and results of operations. Our agreements with some third party service providers are terminable upon short notice and often do not provide recourse for service interruptions. In the event our arrangement with any such third party is terminated, we may not be able to find an alternative source of systems support on a timely basis or on commercially reasonable terms and, as a result, it could have a material adverse effect on our business and results of operations.

We depend upon various third parties to process credit cards for our merchant transactions around the world. In addition, we rely on third parties to provide credit card numbers which we use as a payment mechanism for merchant transactions. If any such third party were wholly or partially compromised, our cash flows could be disrupted or we may not be able to generate merchant transactions (and related revenues) until such a time as a replacement process could be put in place with a different vendor.

We do not have a completely formalized or comprehensive disaster recovery plan in every geographic region in which we conduct business. In the event of certain system failures, we may not be able to switch to back-up systems immediately and the time to full recovery could be prolonged. Like many online businesses, we have experienced system failures from time to time. In addition to placing increased burdens on our engineering staff, these outages create a significant amount of consumer questions and complaints that need to be addressed by our customer support personnel. Any unscheduled interruption in our service could result in an immediate loss of revenues that can be substantial, increase customer service cost, harm our reputation and cause some consumers to switch to our competitors. If we experience frequent or persistent system failures, our reputation and brand could be permanently and significantly harmed. We have taken and continue to take steps to increase the reliability and redundancy of our systems. These steps are expensive, may reduce our margins and may not be successful in reducing the frequency or duration of unscheduled downtime.

We use both internally developed systems and third-party systems to operate our services, including transaction processing, order management and financial systems. If the number of consumers using our services increases substantially, or if critical third-party systems stop operating as designed, we will need to significantly expand and upgrade our technology, transaction processing systems, financial and accounting systems and other infrastructure. We may not be able to upgrade our systems and infrastructure to accommodate such conditions in a timely manner, and, depending on the third-party systems affected, our transactional, financial and accounting systems could be impacted for a meaningful amount of time before upgrade, expansion or repair.

We may have exposure to additional tax liabilities.

As an international business providing reservation and advertising services around the world, we are subject to income taxes and non-income based taxes in both the United States and various non-U.S. jurisdictions. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. Our future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets or changes in tax laws or their interpretation. If our effective tax rates were to increase, our cash flows, financial condition and results of operations would be adversely affected.

Although we believe that our tax filing positions are reasonable, the final determination of tax audits or tax disputes may be different from what is reflected in our historical income tax provisions and accruals. To date, we have been audited in several taxing jurisdictions with no significant impact on our financial condition, results of operations or cash flows. If future audits find that additional taxes are due, we may be subject to incremental tax liabilities, possibly including interest and penalties, which could have a material adverse effect on our cash flows, financial condition and results of operations.

For example, French authorities have initiated an audit to determine whether we are in compliance with our tax obligations in France. While we believe that we comply with French tax law, French tax authorities may determine that we owe additional taxes, and may also assess penalties and interest. In general, governments in the United States and Europe are increasingly focused on ways to increase revenues, which has contributed to an increase in audit activity and harsher stances taken by tax authorities. Any such additional taxes or other assessments may be in excess of our current tax provisions or may require us to modify our business practices in order to reduce our exposure to additional taxes going forward, any of which could have a material adverse effect on our business, results of operations and financial condition.

We will be subject to increased income taxes in the event that our cash balances held outside the United States are remitted to the United States. As of June 30, 2014, we held approximately $5.4 billion of cash, cash equivalents and short-term investments outside of the United States. We currently intend to use our cash held outside the United States to reinvest in our non-U.S. operations. If our cash balances outside the United States continue to grow and our ability to reinvest those balances outside the United States diminishes, it will become increasingly likely that we will repatriate some of these cash balances to the United States. In such event, we would likely be subject to additional income tax expense in the United States with respect to our unremitted non-U.S. earnings. We would not make additional income tax payments unless we were to actually repatriate our international cash balances to the United States. We would pay only U.S. federal alternative minimum tax and certain U.S. state income taxes as long as we have net operating loss carryforwards available to offset our U.S. taxable income. Additionally, if we were to repatriate cash held outside the United States to the United States, it would use a portion of our U.S. net operating loss carryforwards which could result in us being subject to a cash income tax liability on the earnings of our U.S. business sooner than would otherwise have been the case.

Various legislative proposals that would reform U.S. corporate income tax laws have been proposed by President Obama's administration as well as members of the U.S. Congress, including proposals that would significantly impact how U.S. multinational corporations are taxed on foreign earnings. Such proposals include changes that would reduce U.S. tax deferral on certain foreign digital goods and services transactions, provide a minimum tax on foreign earnings, limit U.S. deductions for interest expense related to un-repatriated non-U.S.-source income and put in place certain tax disincentives for offshoring jobs or business segments. We cannot determine whether some or all of these or other proposals will be enacted into law or what, if any, changes may be made to such proposals prior to being enacted into law. If U.S. tax laws change in a manner that increases our tax obligations, our financial position and results of operations could be adversely impacted.

Additionally, the Organisation for Economic Co-Operation and Development ("OECD") issued an action plan in July 2013 calling for a coordinated multi-jurisdictional approach to "base erosion and profit shifting" by multinational companies. The action plan expressed the OECD's view that international tax standards have not kept pace with changes in global business practices and concluded that changes are needed to international tax laws to address situations where multinationals may pay little or no tax in certain jurisdictions by shifting profits away from jurisdictions where the activities creating those profits may take place. The action plan identified 15 actions the OECD determined are needed to address "base erosion and profit shifting" and generally set target dates for completion of each of the items between 2014 and 2015. Any changes to international tax laws, including new definitions of permanent establishment, could impact the tax treatment of our foreign earnings and adversely impact our effective tax rate. Due to the large and expanding scale of our international business activities, any changes in U.S. or international taxation of our activities may increase our worldwide effective tax rate and could adversely affect our financial position and results of operations.

We are also subject to non-income based taxes, such as value-added, payroll, sales, use, net worth, property and goods and services taxes, in the United States and various non-U.S. jurisdictions, as well as the potential for travel transaction taxes in the United States as discussed below. From time to time, we are under audit by tax authorities with respect to these non-income based taxes and may have exposure to additional non-income based tax liabilities.

For example, in July 2012 and December 2013, the Dutch Government enacted certain amendments to Dutch tax law including a one-time irrevocable levy on an employer applied to employee earnings, equal to 16% of an employee's earnings in excess of 150,000 Euros. This levy resulted in additional payroll taxes of approximately $12 million (approximately $9 million after tax) in the fourth quarter of 2013 and approximately $14 million (approximately $10 million after tax) principally recorded in the third quarter of 2012.

We may not be able to maintain our "Innovation Box Tax" benefit.

The Netherlands corporate income tax law provides that income generated from qualifying "innovative" activities is taxed at the rate of 5% ("Innovation Box Tax") rather than the Dutch statutory rate of 25%. Booking.com obtained a ruling from the Dutch tax authorities in February 2011 confirming that a portion of its earnings ("qualifying earnings") is eligible for Innovation Box Tax treatment. This ruling was renewed in July 2013 and is valid through December 31, 2017.

In order to be eligible for Innovation Box Tax treatment, Booking.com must, among other things, apply for and obtain a research and development ("R&D") certificate from a Dutch governmental agency every six months confirming that the activities that Booking.com intends to be engaged in over the subsequent six month period are "innovative." The R&D certificate is current but should Booking.com fail to secure such a certificate in any future period - for example, because the governmental agency does not view Booking.com's new or anticipated activities as innovative - or should this agency determine that the activities contemplated to be performed in a prior period were not performed as contemplated or did not comply with the agency's requirements, Booking.com may lose its certificate and, as a result, the Innovation Box Tax benefit may be reduced or eliminated.

Booking.com intends to apply for continued Innovation Box Tax treatment for future periods. However, Booking.com's application may not be accepted, or, if accepted, the amount of qualifying earnings may be reduced or the applicable tax rate on qualifying earnings may be higher than the current rate. In addition, the tax law may change resulting in a reduction or elimination of the tax benefit. The loss of the Innovation Box Tax benefit would increase our effective tax rate and adversely impact our results of operations.

Our financial results will likely be materially impacted by payment of income taxes in the future.

Until our U.S. net operating loss carryforwards are utilized or expire, we do not expect to make tax payments on most of our U.S. income, except for U.S. federal alternative minimum tax and state income taxes. However, we expect to pay non-U.S. taxes on our non-U.S. income other than in countries where we have operating loss carryforwards. We expect that our international business will continue to generate most of our revenues and profits and will continue to grow pretax income at a higher rate than our U.S. business and, therefore, we expect that our tax payments will continue to increase. Any increase in our effective tax rate would have an adverse effect on our results of operations.

Adverse application of state and local tax laws could have an adverse effect on our business and results of operations.

A number of jurisdictions in the United States have initiated lawsuits against online travel companies, including us, related to, among other things, the payment of travel transaction taxes (e.g., hotel occupancy taxes, excise taxes, sales taxes, etc.). In addition, a number of U.S. states, counties and municipalities have initiated audit proceedings, issued proposed tax assessments or started inquiries relating to the payment of travel transaction taxes. See Note 13 to the Unaudited Consolidated Financial Statements for a description of these pending cases and proceedings. Additional state and local jurisdictions are likely to assert that we are subject to, among other things, travel transaction taxes and could seek to collect such taxes, either retroactively or prospectively, or both.

In connection with some travel transaction tax audits and assessments, we may be required to pay any assessed taxes, which amounts may be substantial, prior to being allowed to contest the assessments and the applicability of the laws in judicial proceedings. This requirement is commonly referred to as "pay to play" or "pay first." Payment of these amounts, if any, is not an admission that we believe that we are subject to such taxes and, even if we make such payments, we intend to continue to vigorously assert our position that we should not be subject to such taxes.

Litigation is subject to uncertainty and there could be adverse developments in these pending or future cases and proceedings. For example, in September 2012, the Superior Court in the District of Columbia granted a summary judgment in favor of the city and against online travel companies. Similarly, in January 2013, the Tax Appeal Court for the State of Hawaii held that online travel companies, including us, are liable for the State's general excise tax on the full amount the online travel company collects from the customer for a hotel room reservation, without any offset for amounts passed through to the hotel. We recorded an accrual for travel transaction taxes (including estimated interest and penalties) of approximately $16.5 million in December 2012 and approximately $18.7 million in the three months ended March 31, 2013, primarily related to this ruling. During the year ended December 31, 2013 and six months ended June 30, 2014, the Company paid approximately $20.6 million and $1.1 million, respectively, to the State of Hawaii related to this ruling. The Company has filed an appeal with the Tax Appeal Court and intends to vigorously appeal this ruling. These decisions and any similar decisions in other jurisdictions could have a material adverse effect on our business, margins and results of operations. An unfavorable outcome or settlement of pending litigation may encourage the commencement of additional litigation, audit proceedings or other regulatory inquiries. In addition, an unfavorable outcome or settlement of these actions or proceedings could result in substantial liabilities for past and/or future bookings, including, among other things, interest, penalties, punitive damages and/or attorney fees and costs. There have been, and will continue to be, substantial ongoing costs, which may include "pay first" payments, associated with defending our position in pending and any future cases or proceedings. An adverse outcome in one or more of these unresolved proceedings could have a material adverse effect on our business and results of operations and could be material to our results of operations or cash flows in any given fiscal period.

To the extent that any tax authority succeeds in asserting that we have a tax collection responsibility, or we determine that we have such a responsibility, with respect to future transactions, we may collect any such additional tax obligation from our customers, which would have the effect of increasing the cost of travel reservations to our customers and, consequently, could make our travel reservation service less competitive (i.e., versus the websites of other online travel companies or travel service providers) and reduce our travel reservation transactions; alternatively, we could choose to reduce our profit on affected travel transactions. Either action could have a material adverse effect on our business and results of operations.

In many of the judicial and other proceedings initiated to date, the taxing jurisdictions seek not only historical taxes that are claimed to be owed on our gross profit, but also, among other things, interest, penalties, punitive damages and/or attorney fees and costs. Therefore, any liability associated with travel transaction tax matters is not constrained to our liability for tax owed, but may also include, among other things, penalties, interest and attorneys' fees. To date, the majority of the taxing jurisdictions in which we facilitate travel reservations have not asserted that taxes are due and payable on our travel services. With respect to taxing jurisdictions that have not initiated proceedings to date, it is possible that they will do so in the future or that they will seek to amend their tax statutes and seek to collect taxes from us only on a prospective basis.

We are dependent on providers of accommodations, rental cars and airline tickets and on restaurants.

We rely on providers of accommodations, rental cars and airline tickets and on restaurants to make their services available to consumers through us. Our arrangements with travel service providers generally do not require them to make available any specific quantity of accommodation reservations, rental cars or airline tickets, or to make accommodation reservations, rental cars or airline tickets available in any geographic area, for any particular route or at any particular price. Similarly, our arrangements with restaurants generally do not require them to provide all of their available tables and reservations to customers through us. During the course of our business, we are in continuous dialog with our major travel service providers about the nature and extent of their participation in our services. A significant reduction on the part of any of our major travel service providers or providers that are particularly popular with consumers in their participation in our services for a sustained period of time or their complete withdrawal could have a material adverse effect on our business, market share and results of operations. To the extent any of those major or popular travel service providers ceased to participate in our services in favor of one of our competitors' systems or decided to require consumers to purchase services directly from them, our business, market share and results of operations could be harmed. Further, as consolidation among travel service providers increases, the potential adverse effect of a decision by any particular significant travel service provider (such as a large hotel chain, airline or rental car company) to withdraw from or reduce its participation in our services increases. To the extent restaurants limit the availability of reservations through OpenTable, customers may not continue to use our services and/or our revenues could be adversely affected, especially if reservations during highly desirable times on high volume days are not made available through us.

Further, KAYAK, a meta-search service, depends on access to information related to travel service pricing, schedules, availability and other related information from OTAs and travel service providers to attract consumers. To obtain this information, KAYAK maintains relationships with travel service providers and OTAs. Many of KAYAK's agreements with travel service providers and OTAs are short-term agreements that may be terminated on 30 days' notice. To the extent OTAs or travel service providers no longer provide such information to KAYAK, whether due to its affiliation with us or otherwise, KAYAK's ability to provide comprehensive travel service information to consumers could be diminished and its brand, business and results of operations could be harmed. To the extent consumers do not view KAYAK as a reliable source of comprehensive travel service information, fewer consumers would likely visit its websites, which would also likely have a negative impact on KAYAK's advertising revenue and results of operations. In addition, if travel service providers or OTAs choose not to advertise with KAYAK or choose to reduce or eliminate the fees paid to KAYAK for referrals from query results, KAYAK's results of operations and the value of our investment in KAYAK could be materially adversely affected.

We rely on the performance of highly skilled personnel; and, if we are unable to retain or motivate key personnel or hire, retain and motivate qualified personnel, our business would be harmed.

Our performance is largely dependent on the talents and efforts of highly skilled individuals. Our future success depends on our continuing ability to identify, hire, develop, motivate and retain highly skilled personnel for all areas of our organization. In particular, the contributions of certain key senior management in the United States, Europe and Asia are critical to the overall management of our business. We may not be able to retain the services of any members of our senior management or other key employees, the loss of whom could harm our business.

In addition, competition for well-qualified employees in all aspects of our business, including software engineers, mobile communication talent and other technology professionals, is intense both in the United States and abroad. Our international success in particular has led to increased efforts by our competitors and others to hire our international employees. Our continued ability to compete effectively depends on our ability to attract new employees and to retain and motivate existing employees. If we do not succeed in attracting well-qualified employees or retaining and motivating existing employees, our business would be adversely affected. We do not maintain any key person life insurance policies.

Regulatory and legal requirements and uncertainties could harm our business.

The services we offer are subject to legal regulations (including laws, ordinances, rules and other requirements and regulations) of national and local governments and regulatory authorities around the world, many of which are evolving and subject to the possibility of new or revised interpretations. Our ability to provide our services is and will continue to be affected by such regulations. The implementation of unfavorable regulations or unfavorable interpretations of existing regulations by judicial or regulatory bodies could require us to incur significant compliance costs, cause the development of the affected markets to become impractical and otherwise have a material adverse effect on our business and results of operations.

Compliance with the laws and regulations of multiple jurisdictions increases our cost of doing business. These laws and regulations, which vary and sometimes conflict, include the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and local laws which also prohibit corrupt payments to governmental officials or third parties, data privacy requirements, labor relations laws, tax laws, antitrust or competition laws, U.S., E.U. or U.N. sanctioned country or sanctioned persons mandates, and consumer protection laws. Violations of these laws and regulations could result in fines and/or criminal sanctions against us, our officers or our employees and/or prohibitions on the conduct of our business. Any such violations could result in prohibitions on our ability to offer our services in one or more countries, could delay or prevent potential acquisitions, and could also materially damage our reputation, our brands, our international expansion efforts, our ability to attract and retain employees, our business and our operating results. In addition, these restrictions may provide a competitive advantage to our competitors unless they are also subject to comparable restrictions. Our success depends, in part, on our ability to anticipate these risks and manage these difficulties. We are also subject to a variety of other regulatory and legal risks and challenges in managing an organization operating in various countries, including those related to:

- regulatory changes or other government actions;
- additional complexity to comply with regulations in multiple jurisdictions, as well as overlapping or inconsistent legal regimes, in particular with respect to tax, labor, consumer protection, digital content, advertising, promotions, privacy and anti-trust laws;
- our ability to repatriate funds held by our non-U.S. subsidiaries to the United States at favorable tax rates;
- difficulties in transferring funds from or converting currencies in certain countries; and
- reduced protection for intellectual property rights in some countries.

Our business has grown substantially over the last several years and continues to expand into new geographic locations. In addition, we have made efforts and expect to make further efforts to integrate access to travel services across our various brands. These changes add complexity to legal and tax compliance, and our increased size and operating history may increase the likelihood that we will be subject to audits by tax authorities in various jurisdictions.

As the size of our business grows, we may become increasingly subject to the scrutiny of anti-trust and competition regulators.

In July 2012, the Office of Fair Trading (the "OFT"), the predecessor competition authority in the United Kingdom to the Competition and Markets Authority ("CMA"), issued a "Statement of Objections" ("SO") to Booking.com, which set out the OFT's preliminary views on why it believed Booking.com and others in the online accommodation reservation sector were allegedly in breach of E.U. and U.K. competition law. The SO alleged, among other things, that there were agreements or concerted practices between accommodations and Booking.com and at least one other online travel company that restricted Booking.com's (and the other online travel company's) ability to discount hotel room reservations, which the OFT alleged was a form of resale price maintenance. We dispute the allegations in the SO. Booking.com runs an agency model accommodation reservation platform in which accommodations have complete discretion and control over setting the prices that appear on the Booking.com website. Booking.com is a facilitator of accommodation room reservations; it does not take possession of or title to accommodation rooms and is not a reseller of accommodation rooms. Because Booking.com plays no role in price setting, does not control pricing and does not resell accommodation rooms, it does not believe that it engages in the conduct alleged in the SO. On January 31, 2014, the OFT announced that it had accepted commitments offered by Booking.com, as well as by Expedia and Intercontinental Hotel Group, ("Commitments") to close the investigation on the basis that they address the OFT's competition concerns. The OFT has now closed its investigation with no finding of infringement or admission of wrongdoing and no imposition of a fine. The Commitments provide, among other things, that hotels will continue to be able to set retail prices for hotel room reservations on all online travel company websites, such as Booking.com. Online travel companies, such as Booking.com, now have the flexibility to discount a hotel's retail price, but only to members of closed groups, a concept that is defined in the Commitments, who have previously made a reservation with the online travel company. The discount may be up to Booking.com's commission. In addition, Booking.com will not require rate parity from hotels in relation to discounted rates that are provided by other online travel companies or hotels to members of their closed groups, provided the discounted rate is not made public. The Commitments apply to bookings by European Economic Area residents at U.K. hotels. On March 31, 2014, Skyscanner, a meta-search website based in the United Kingdom, filed an appeal in the Competition Appeal Tribunal ("CAT") against the OFT's decision to accept the Commitments. Booking.com intervened in support of the CMA in the CAT. A decision by the CAT (either dismissing the appeal, or remitting the case back to the CMA for reconsideration in line with the CAT's directions) is expected during 2014.

The competition authorities of many governments have begun investigations into competitive practices within the online travel industry, and we may be involved or affected by such investigations and their results. National competition authorities in France, Germany, Italy, Austria, Hungary, Sweden, Ireland, Denmark and Switzerland, have opened investigations that focus on Booking.com's rate parity clause in its contracts with accommodation providers in those jurisdictions. Competition related inquiries have also been received from the competition authority in China. All of these investigations are at a preliminary stage, and we are in ongoing discussions with the relevant regulatory authorities regarding their concerns. We are currently unable to predict the outcome of these investigations or how our business may be affected. Possible outcomes include requiring Booking.com to remove its rate parity clause from its contracts with accommodation providers in those jurisdictions and/or the imposition of fines. We note that the German competition authority has required Hotel Reservation Service to remove its rate parity clause from its contracts with hotels, though this decision is currently subject to appeal. To the extent that regulatory authorities require changes to our business practices or to those currently common to the industry, our business, competitive position and results of operations could be materially and adversely affected. Negative publicity regarding any such investigations could adversely affect our brand and therefore our market share and results of operations.

Further, as our business grows, we may increasingly become the target of such investigations or be limited by anti-trust or competition laws. For example, our size and market share may negatively affect our ability to obtain regulatory approval of proposed acquisitions or our ability to expand into complementary businesses, any of which could adversely affect our ability to grow and compete.

"Cookie" laws could negatively impact the way we do business.

A "cookie" is a text file that is stored on a user's web browser by a website. Cookies are common tools used by thousands of websites, including ours, to, among other things, store or gather information (e.g., remember log-on details so a user does not have to re-enter them when revisiting a website) and enhance the user experience on a website. Cookies are valuable tools for websites like ours to improve the customer experience and increase conversion on their websites.

The European Union's ePrivacy Directive requires member countries to adopt regulations governing the use of "cookies" by websites servicing consumers in the European Union. For example, on June 5, 2012, an amendment to the Dutch Telecommunications Act became effective. The amended act requires websites, including Booking.com, to provide Dutch users with clear and comprehensive information about the storage and use of certain cookies and obtain prior consent from the user before placing certain cookies on a user's web browser. To the extent any such regulations require "opt-in" consent before certain cookies can be placed on a user's web browser, our ability, in particular Booking.com's ability, to serve certain customers in the manner we currently do might be adversely affected and our ability to continue to improve and optimize performance on our websites might be impaired, either of which could negatively affect a consumer's experience using our services. As a result, these regulations could have a material adverse effect on our business, market share and results of operations.

Our stock price is highly volatile.

The market price of our common stock is highly volatile and is likely to continue to be subject to wide fluctuations in response to factors such as the following, some of which are beyond our control:

- operating results that vary from the expectations of securities analysts and investors;
- quarterly variations in our operating results;
- changes in expectations as to our future financial performance, including financial estimates by securities analysts and investors;
- worldwide economic conditions in general and in Europe in particular;

- fluctuations in currency exchange rates, particularly between the U.S. Dollar and the Euro;
- announcements of technological innovations or new services by us or our competitors;
- changes in our capital structure;
- changes in market valuations of other Internet or online service companies;
- announcements by us or our competitors of price reductions, promotions, significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- loss of a major travel service provider participant, such as a hotel chain, rental car company or airline, from our services;
- changes in the status of our intellectual property rights;
- lack of success in the expansion of our business model geographically;
- announcements by third parties of significant claims or initiation of litigation proceedings against us or adverse developments in pending proceedings;
- occurrences of a significant security breach;
- additions or departures of key personnel; and
- trading volume fluctuations.

Sales of a substantial number of shares of our common stock could adversely affect the market price of our common stock by introducing a large number of sellers to the market. Given the volatility that exists for our shares, such sales could cause the market price of our common stock to decline significantly. In addition, fluctuations in our stock price and our price-to-earnings multiple may have made our stock attractive to momentum, hedge or day-trading investors who often shift funds into and out of stocks rapidly, exacerbating price fluctuations in either direction, particularly when viewed on a quarterly basis.

The trading prices of Internet company stocks in general, including ours, have experienced extreme price and volume fluctuations. To the extent that the public's perception of the prospects of Internet or e-commerce companies is negative, our stock price could decline, regardless of our results. Other broad market and industry factors may decrease the market price of our common stock, regardless of our operating performance. Market fluctuations, as well as general political and economic conditions, such as a recession or interest rate or currency rate fluctuations, could cause our stock price to decline. Negative market conditions could adversely affect our ability to raise additional capital or the value of our stock for purposes of acquiring other companies or businesses.

We have, in the past, been a defendant in securities class action litigation. Securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. To the extent our stock price declines or is volatile, we may in the future be the target of additional litigation. This additional litigation could result in substantial costs and divert management's attention and resources, either of which could adversely affect our business, financial condition and results of operations.

We may not be able to keep up with rapid technological changes.

The markets in which we compete are characterized by rapidly changing technology, evolving industry standards, consolidation, frequent new service announcements, introductions and enhancements and changing consumer demands. We may not be able to keep up with these rapid changes. In addition, these market characteristics are heightened by the progress of technology adoption in various markets, including the continuing adoption of the Internet and online commerce in certain geographies and the emergence and growth of the use of smart phones and tablets for mobile e-commerce transactions, including through the increasing use of mobile apps. As a result, our future success will depend on our ability to adapt to rapidly changing technologies, to adapt our services to evolving industry standards and to continually innovate and improve the performance, features and reliability of our service in response to competitive service offerings and the evolving demands of the marketplace. In particular, we believe that it will be increasingly important for us to effectively offer our services through mobile applications and mobile optimized websites on smart phones and tablets. Any failure by us to successfully develop and achieve customer adoption of our mobile applications and mobile optimized websites would likely have a material and adverse effect on our growth, market share, business and results of operations. We believe that ease-of-use, comprehensive functionality and the look and feel of our mobile apps and mobile optimized websites will be increasingly competitively critical as consumers obtain more of their travel and restaurant services through mobile devices. As a result, we intend to continue to spend significant resources maintaining, developing and enhancing our websites, including our mobile optimized websites, and our mobile apps and other technology.

In addition, the widespread adoption of new Internet, networking or telecommunications technologies or other technological changes could require us to incur substantial expenditures to modify or adapt our services or infrastructure to those new technologies, which could adversely affect our results of operations or financial condition. For example, KAYAK generates revenues, in part, by allowing consumers to compare search results that appear in additional "pop-under" windows. Recent changes in browser functionality may either block or otherwise limit the use of "pop-under" windows, which has had a negative impact on our revenues. Any failure to implement or adapt to new technologies in a timely manner or at all could adversely affect our ability to compete, increase our customer acquisition costs or otherwise adversely affect our business, and therefore adversely affect our brand, market share and results of operations.

We face risks related to our intellectual property.

We regard our intellectual property as critical to our success, and we rely on domain name, trademark, copyright and patent law, trade secret protection and confidentiality and/or license agreements with our employees, travel service providers, partners and others to protect our proprietary rights. We have filed various applications for protection of certain aspects of our intellectual property in the United States and other jurisdictions, and we currently hold a number of issued patents in multiple jurisdictions. Further, in the future we may acquire additional patents or patent portfolios, which could require significant cash expenditures. However, we may choose not to patent or otherwise register some of our intellectual property and instead rely on trade secret or other means of protecting our intellectual property. We have licensed in the past, and expect to license in the future, certain of our proprietary rights, such as trademarks or copyrighted material, to third parties, and these licensees may take actions that diminish the value of our proprietary rights or harm our reputation. In addition, effective intellectual property protection may not be available in every country in which our services are made available online. We may be required to expend significant time and resources to prevent infringement or to enforce our intellectual property rights.

While we believe that our intellectual property rights, including our issued patents and pending patent applications, help to protect our business, there can be no assurance that:

- a third party will not have or obtain one or more patents that can prevent us from practicing features of our business or that will require us to pay for a license to use those features;
- our operations do not or will not infringe valid, enforceable patents of third parties;
- we can successfully defend our patents against challenges by third parties;
- pending patent applications will result in the issuance of patents;
- competitors or potential competitors will not devise new methods of competing with us that are not covered by our patents or patent applications;
- because of variations in the application of our business model to each of our services, our patents will be effective in preventing one or more third parties from utilizing a copycat business model to offer the same service in one or more categories;
- new prior art will not be discovered that may diminish the value of or invalidate an issued patent; or
- legislative or judicial action will not directly or indirectly affect the scope and validity of any of our patent rights, including the ability to obtain and enforce so called "business method patents".

If we are not successful in protecting our intellectual property, it could have a material adverse effect on our business, brands and results of operations.

From time to time, in the ordinary course of our business, we have been subject to, and are currently subject to, legal proceedings and claims relating to the intellectual property rights of others, and we expect that third parties will continue to assert intellectual property claims, in particular patent claims, against us, particularly as we expand the complexity and scope of our business. We endeavor to defend our intellectual property rights diligently, but intellectual property litigation is extremely expensive and time consuming, and has and is likely to continue to divert managerial attention and resources from our business objectives. Successful infringement claims against us could result in significant monetary liability or prevent us from operating our business, or portions of our business. In addition, resolution of claims may require us to obtain licenses to use intellectual property rights belonging to third parties, which may be expensive to procure, or possibly to cease using those rights altogether. Any of these events could have a material adverse effect on our business, results of operations or financial condition.

Our use of "open source" software could adversely affect our ability to protect our proprietary software and subject us to possible litigation.

We use open source software in connection with our software development. From time to time, companies that use open source software have faced claims challenging the use of open source software and/or compliance with open source license terms. We could be subject to suits by parties claiming ownership of what we believe to be open source software, or claiming non-compliance with open source licensing terms. Some open source licenses require users who distribute software containing open source to make available all or part of such software, which in some circumstances could include valuable proprietary code of the user. While we monitor our use of open source software and try to ensure that none is used in a manner that would require us to disclose our proprietary source code or that would otherwise breach the terms of an open source agreement, such use could inadvertently occur, in part because open source license terms are often ambiguous. Any requirement to disclose our proprietary source code or pay damages for breach of contract could be harmful to our business, results of operations or financial condition, and could help our competitors develop services that are similar to or better than ours.

Our business is exposed to risks associated with processing credit card transactions.

Our results have been negatively impacted by purchases made using fraudulent credit cards. Because we act as the merchant of record in a majority of our priceline.com transactions as well as those of agoda.com and rentalcars.com, we may be held liable for accepting fraudulent credit cards on our websites as well as other payment disputes with our customers. Additionally, we are held liable for accepting fraudulent credit cards in certain retail transactions when we do not act as merchant of record. Accordingly, we calculate and record an allowance for the resulting credit card chargebacks. If we are unable to combat the use of fraudulent credit cards on our websites, our business, results of operations and financial condition could be materially adversely affected.

In addition, in the event that one of our major travel service providers voluntarily or involuntarily declares bankruptcy, we could experience an increase in credit card chargebacks from customers with travel reservations with such travel service provider. For example, airlines that participate in our services and declare bankruptcy or cease operations may be unable or unwilling to honor tickets sold for their flights. Our policy in such event is to direct customers seeking a refund or exchange to the airline, and not to provide a remedy ourselves. Because we are the merchant-of-record on sales of *Name Your Own Price®* airline tickets to our customers, however, we could experience a significant increase in demands for refunds or credit card chargebacks from customers, which could materially adversely affect our results of operations and financial condition. For example, in April 2008, Aloha Airlines and ATA Airlines each ceased operations, and we experienced an increase in credit card chargebacks from customers with tickets on those airlines. Agoda.com and rentalcars.com process credit card transactions and operate in numerous currencies. Credit card costs are typically higher for foreign currency transactions and in instances where cancellations occur.

The success of our acquisition of KAYAK is subject to numerous risks and uncertainties.

As a result of our acquisition of KAYAK, we are subject to risks associated with KAYAK's business. Such risks include: continued access to travel services information provided by other OTAs and travel service providers; reduction in advertising on KAYAK's websites by competitors of ours; consumer adoption of meta-search services generally and KAYAK's services in particular, and KAYAK's ability to expand its offerings into international markets. Uncertainty regarding KAYAK's business operations following the acquisition may cause consumers, travel service providers and advertisers to delay or defer decisions concerning KAYAK's services. Some of our competitors, such as Expedia, have commercial arrangements with KAYAK that they may decide to terminate or not renew out of competitive concerns related to our ownership of KAYAK. In addition, management focus and resources could be diverted from the day-to-day operation of the business to matters relating to integration of KAYAK with The Priceline Group. Current and prospective KAYAK employees may experience uncertainty about their future roles with us or may decide that they do not want to work for The Priceline Group, which could adversely affect our ability to attract and retain key KAYAK management, sales, marketing, operations and technical personnel. Any of these risks could harm KAYAK's business and results of operations and adversely affect the value of our investment in KAYAK.

A substantial portion of our goodwill relates to our acquisition of the KAYAK business in May 2013. If KAYAK is unsuccessful in profitably growing its global online travel brand or it experiences a significant reduction in advertising revenues due to factors such as a loss of continued access to travel services information provided by other OTAs and travel service providers or a reduction in advertising on its websites and mobile apps, we may incur an impairment charge related to this goodwill.

The success of our acquisition of OpenTable is subject to numerous risks and uncertainties.

On July 24, 2014, we acquired OpenTable, a leading provider of online restaurant reservations. We believe that the online restaurant reservation business is complementary to our online travel businesses, and that both OpenTable and our travel businesses will benefit from adding OpenTable to The Priceline Group. As a result of our acquisition of OpenTable, we are subject to risks associated with OpenTable's business, many of which are the same risks that our other businesses face. Other risks include: OpenTable's ability to increase the number of restaurant customers and diners and retain existing restaurant customers and diners; competition both to provide reservation services to restaurants and attract diners to make reservations through OpenTable's websites and apps; OpenTable's ability to expand internationally; OpenTable's ability to effectively and efficiently market to new restaurant customers and diners; and any risks that cause people to refrain from dining at restaurants, such as economic downturns, severe weather, outbreaks of pandemic or contagious diseases, or threats of terrorist attacks. If OpenTable is unsuccessful in profitably growing its global online restaurant reservation business or it experiences a significant reduction in revenues due to factors such as competition or any other reason, the value of our investment in OpenTable may be adversely affected and we may incur an impairment charge related to goodwill.

Investment in new business strategies and acquisitions could disrupt our ongoing business and present risks not originally contemplated.

We have invested, and in the future may invest, in new business strategies or acquisitions. Such endeavors may involve significant risks and uncertainties, including distraction of management from current operations, greater than expected liabilities and expenses, inadequate return of capital, and unidentified issues not discovered in our investigations and evaluations of those strategies and acquisitions. We may decide to make minority investments, including through joint ventures, in which we have limited or no management or operational control. The controlling person in such a case may have business interests, strategies or goals that are inconsistent with ours, and decisions of the company or venture in which we invested may result in harm to our reputation or adversely affect the value of our investment. Further, we may issue shares of our common stock in these transactions, which could result in dilution to our stockholders.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth information relating to repurchases of our equity securities during the three months ended June 30, 2014.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Shares (or Units) Purchased		(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs	
April 1, 2014 –	—		—	—	$ 382	(1)
April 30, 2014	—		—	—	$ 654,533,249	(2)
	235	(3)	$ 1,197.14	N/A	N/A	(3)
May 1, 2014 –	—		—	—	$ 382	(1)
May 31, 2014	—		—	—	$ 654,533,249	(2)
	288	(3)	$ 1,196.20	N/A	N/A	(3)
June 1, 2014 –	—		—	—	$ 382	(1)
June 30, 2014	—		—	—	$ 654,533,249	(2)
	32	(3)	$ 1,246.49	N/A	N/A	(3)
Total	555		$ 1,199.49	—	$ 654,533,631	

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(1) Pursuant to a stock repurchase program announced on March 4, 2010, whereby the Company was authorized to repurchase up to $500,000,000 of its common stock.

(2) Pursuant to a stock repurchase program announced on May 29, 2013, whereby the Company was authorized to repurchase up to $1,000,000,000 of its common stock.

(3) Pursuant to a general authorization, not publicly announced, whereby the Company is authorized to repurchase shares of its common stock to satisfy employee withholding tax obligations related to stock-based compensation.

Sales of Unregistered Securities

Between April 1, 2014 and June 30, 2014, we issued 146,534 shares of our common stock in connection with the conversion of $59,374,000 principal amount of our 1.25% Convertible Senior Notes due 2015. The conversions were effected in accordance with the indenture, which provides that the principal amount of converted notes be paid in cash and the conversion premium be paid in cash and/or shares of common stock at our election. In each case, we chose to pay the conversion premium in shares of common stock (fractional shares are paid in cash). The issuances of the shares were not registered under the Securities Act of 1933, as amended (the "Act") pursuant to Section 3(a)(9) of the Act.

Item 6. Exhibits

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q.

Exhibit Number	Description
2.1(a)	Agreement and Plan of Merger, dated as of June 12, 2014, by and among OpenTable, Inc., The Priceline Group Inc. and Rhombus, Inc.
3.1(b)	Restated Certificate of Incorporation.
3.2(c)	Amended and Restated By-Laws, dated April 1, 2014.
31.1	Certification of Darren R. Huston, the Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Daniel J. Finnegan, the Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Darren R. Huston, the Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Daniel J. Finnegan, the Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2014 are furnished herewith, formatted in XBRL (Extensible Business Reporting Language): (i) Unaudited Consolidated Balance Sheets, (ii) Unaudited Consolidated Statements of Operations, (iii) Unaudited Consolidated Statements of Comprehensive Income, (iv) Unaudited Consolidated Statements of Cash Flows, and (v) Notes to Unaudited Consolidated Financial Statements.

(a) Previously filed as an exhibit to our Current Report on Form 8-K filed on June 13, 2014 and incorporated herein by reference.

(b) Previously filed as an exhibit to our Current Report on Form 8-K filed on July 18, 2014 and incorporated herein by reference.

(c) Previously filed as an exhibit to our Current Report on Form 8-K filed on April 1, 2014 and incorporated herein by reference.

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 thereunto duly authorized.

THE PRICELINE GROUP INC.
(Registrant)

Date: August 11, 2014	By:	/s/ Daniel J. Finnegan
		Name: Daniel J. Finnegan
		Title: Chief Financial Officer
		(On behalf of the Registrant and as principal financial officer)

Exhibit Index

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(c) Previously filed as an exhibit to our Current Report on Form 8-K filed on April 1, 2014 and incorporated herein by reference.

Exhibit 31.1

CERTIFICATION

I, Darren R. Huston, certify that:

1. I have reviewed the Quarterly Report on Form 10-Q of The Priceline Group Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the Registrant and we have:

a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: August 11, 2014

/s/ Darren R. Huston

Name: Darren R. Huston

Title: Chairman and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Daniel J. Finnegan, certify that:

1. I have reviewed the Quarterly Report on Form 10-Q of The Priceline Group Inc. (the "Registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and we have:

a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Dated: August 11, 2014

/s/ Daniel J. Finnegan

Name: Daniel J. Finnegan

Title: Chief Financial Officer

Exhibit 32.1

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of The Priceline Group Inc., a Delaware corporation (the "Company"), hereby certifies that, to his knowledge:

The Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 (the "Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 11, 2014		/s/ Darren R. Huston
	Name:	Darren R. Huston
	Title:	Chairman and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of The Priceline Group Inc., a Delaware corporation (the "Company"), hereby certifies that, to his knowledge:

The Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 (the "Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 11, 2014		/s/ Daniel J. Finnegan
	Name:	Daniel J. Finnegan
	Title:	Chief Financial Officer

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.