

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 24, 2020

Booking Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

1-36691

(Commission File Number)

06-1528493

(IRS Employer Identification No.)

800 Connecticut Avenue

Norwalk
(Address of principal offices)

Connecticut

06854

(Zip Code)

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

N/A

(Former name or former address, if changed since last report)

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

Title of Each Class:	Trading Symbol	Name of Each Exchange on which Registered:
Common Stock par value \$0.008 per share	BKNG	The NASDAQ Global Select Market
0.800% Senior Notes Due 2022	BKNG 22A	The NASDAQ Stock Market LLC
2.150% Senior Notes Due 2022	BKNG 22	The NASDAQ Stock Market LLC
2.375% Senior Notes Due 2024	BKNG 24	The NASDAQ Stock Market LLC
1.800% Senior Notes Due 2027	BKNG 27	The NASDAQ Stock Market LLC

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4c under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 24, 2020, Booking Holdings Inc. (the "Company") announced that, after many years of dedicated service to the Company, Nancy B. Peretsman and James M. Guyette have decided to retire from the Company's Board of Directors, effective at the Company's Annual Meeting in June 2020 (the "Annual Meeting"), and therefore are not standing for re-election at the Annual Meeting. A copy of the press release announcing the retirements is furnished with this Current Report as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

On April 24, 2020, the Company announced that it has nominated Bob van Dijk, Chief Executive Officer of Naspers, a global internet group and one of the largest technology investors in the world, for election to the Board at the Annual Meeting.

In addition, the Board made the following changes to the Board's leadership that will become effective immediately following the Annual Meeting, assuming the identified persons are re-elected to the Board at the Annual Meeting:

- Robert J. Mylod Jr., current Director and member of the Compensation Committee, will become Chairman of the Board. Current Chairman of the Board, Jeffery H. Boyd will continue to serve on the Board.
- Charles H. Noski, current Director and Chair of the Audit Committee, will become Lead Independent Director and Chair of the Nominating and Corporate Governance Committee.
- Vanessa A. Wittman, current Director and member of the Audit Committee, will become Chair of the Audit Committee.

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

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

[99.1](#) Press Release, dated April 24, 2020.

104 Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOOKING HOLDINGS INC.

By: /s/ Peter J. Millones

Name: Peter J. Millones

Title: Executive Vice President and General Counsel

Date: April 24, 2020

Bob van Dijk Nominated for Election to the Booking Holdings' Board of Directors

*Robert Mylod Jr. to Assume the Role of Chairman of the Board
Charles H. Noski to Assume the Role of Lead Independent Director*

NORWALK, Conn., April 24, 2020 - The Board of Directors of Booking Holdings Inc. (NASDAQ: BKNG) today announced that it has nominated Bob van Dijk, Chief Executive Officer of Naspers - a global internet group and one of the largest technology investors in the world - for election to the Board at the company's Annual Meeting of Stockholders in June 2020.

Mr. van Dijk became Group CEO of Naspers in April 2014, assuming the additional role of CEO of Prosus at its listing on the Euronext Amsterdam stock exchange in September 2019, and has more than two decades' experience managing online growth companies. He joined the Naspers group as CEO of the Allegro Group in August 2013 and was promoted to CEO of Global Transaction eCommerce in October 2013. Previously, Mr. van Dijk also served in several general management positions with eBay and Schibsted. Prior to that, Mr. van Dijk was an entrepreneur in online financial products. He began his career at McKinsey with a focus on mergers and acquisitions and media. Mr. van Dijk has an MBA Hons from INSEAD and an MSc (cum laude) in econometrics from Erasmus University, Rotterdam.

"Bob's extensive experience with high growth global internet companies will offer tremendous value and counsel to our Board and Holdings' leadership team," said Jeffery H. Boyd, Chairman of Booking Holdings. "We are thrilled to welcome Bob to the team."

In addition, the Board made the following changes to the Board's leadership that will become effective at the time of the company's Annual Meeting of Stockholders in June 2020:

- Robert (Bob) J. Mylod Jr., current Director and member of our Compensation Committee, will become Chairman of the Board. Current Chairman of the Board, Jeffery H. Boyd will remain a Director of the Board.
- Charles (Chuck) H. Noski, current Director and Chair of our Audit Committee, will become Lead Independent Director and Chair of the Nominating and Corporate Governance Committee.
- Vanessa A. Wittman, current Director and member of our Audit Committee, will become Chair of the Audit Committee.

"We congratulate Bob, Chuck and Vanessa on their new roles within our Board. Their value to our business to date has been indispensable, and we thank them for their continued dedication," said Boyd. "Bob Mylod will be assuming my role as Chairman of the Board. Having worked with Bob for more than 20 years since his earliest days at our company, I can think of no one more suited to take on this role." Boyd added, "Chuck Noski has been an invaluable member of our Board for the last five years, and we are honored to have him step into his new Lead Independent Director role."

“I want to thank Jeff for all of his contributions to our business over the last two decades,” said Booking Holdings Chief Executive Officer, Glenn Fogel. “Jeff’s leadership has guided this company through its evolution from a small start-up in the U.S. to the global, multi-brand business it is today. His knowledge, instinct and commitment have had an astounding impact on our business, our employees and our leaders. I look forward to continuing to work with Jeff as a trusted member of our Board, as well as with Bob Mylod in his new role as Chairman of our Board.”

Booking Holdings also announced that Director Nancy Peretsman and Lead Independent Director James (Jim) M. Guyette have decided to retire from the Booking Holdings Board, effective at the Company’s Annual Meeting in June.

“We also thank Nancy and Jim for their tireless commitment to Booking Holdings over the last approximately twenty years,” said Boyd. “They have both served our shareholders well, and we are grateful for their immense contributions to Booking Holdings’ success over the years. We wish them both the best in their future endeavors.”

About Booking Holdings

Booking Holdings (NASDAQ: BKNG) is the world leader in online travel and related services, provided to consumers and local partners in over 230 countries and territories through six primary brands: Booking.com, KAYAK, priceline.com, agoda.com, Rentalcars.com and OpenTable. The mission of Booking Holdings is to make it easier for everyone to experience the world. For more information, visit Bookingholdings.com.