

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) March 23, 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	New York Stock Exchange
2.150% Senior Notes Due 2022	BKNG 22	New York Stock Exchange
2.375% Senior Notes Due 2024	BKNG 24	New York Stock Exchange
1.800% Senior Notes Due 2027	BKNG 27	New York Stock Exchange

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 7.01 Regulation FD Disclosure.

On March 23, 2020, the Company released a letter from Glenn D. Fogel, the Company's President and Chief Executive Officer, to all employees of the Company. A copy of that letter is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information furnished herewith pursuant to this Item 7.01 of this Current Report, including Exhibit 99.1 attached hereto, 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.

This Current Report on Form 8-K and the attached exhibit contain forward-looking statements. These forward-looking statements reflect our views regarding current expectations and projections about future events and conditions 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, including the Risk Factors identified in our most recently filed annual report on Form 10-K; therefore, our actual results could differ materially from those expressed, implied or forecast in any such forward-looking statements. Expressions of future goals and expectations and similar expressions, including "may," "will," "should," "could," "aims," "seeks," "expects," "plans," "anticipates," "intends," "believes," "estimates," "predicts," "potential," "targets," and "continue," reflecting something other than historical fact are intended to identify forward-looking statements. 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 reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
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99.1	Letter to Employees, dated March 23, 2020.
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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.
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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: March 23, 2020

Hi everyone,

I'm writing today to firstly say thank you to everyone in our entire Booking Holdings family. I know how hard each of you, across all of our companies, have been working. I also want to extend a special thank you to the customer service teams who have had to deal with enormous volumes, as well as the IT teams who were able to get us up and running as a virtual company so quickly. Years from now we will look back and be so proud of a lot of what we accomplished during this time.

I am also writing to give an update on new actions we are taking in response to COVID-19. As I discussed in my Town Hall video a few weeks ago, this is not the first major disruption to travel we have endured as a business, but the impact of COVID-19 is more than all the previous disruptions I mentioned combined. We know that eventually COVID-19 will no longer dominate our lives and prevent people from traveling, but no one knows for sure when this will happen. This unpredictability requires us to act prudently and put control measures in place to position the company for the long haul. These actions will ensure that we can continue to support our employees, customers and partners through this crisis, and be better positioned for the recovery that we know will come.

Some of the recent measures include:

- Cutting non-essential business travel across our business
- Cancelling internal company events and offsites
- Dramatically reducing marketing spend worldwide
- Implementing a general hiring freeze company-wide until further notice

In addition to the above measures, the brand CEOs (Steve Hafner, John Brown and Brett Keller) and I have made the decision to forego our salaries during this time of the crisis, effective immediately. Our Board of Directors has also voluntarily declined to accept any cash retainer payments during the same time period.

Every single dollar, euro, bhat, etc., counts in this effort to ensure we can continue to be the leader in online travel on the other side of this crisis. Every employee has a responsibility to contribute to our cost-saving efforts and be as efficient as possible.

As a business, we have survived a lot. This is going to be tough and in many parts of the world I know it is going to get worse before it gets better, but it will get better. Our business, our industry and our world will get through this. In times of global crises, fear seems like it might prevail - but it never does. Unity does. I have been greatly moved since the beginning of the crisis: seeing medical people from all over China going to Wuhan to help people in that stricken city, watching videos coming out of Italy of people joining in a choir from their balconies to fill the empty streets with beautiful melodies, or learning that Disneyland was donating all of their unused food to a food bank in California. It is moments like these that demonstrate how beautiful this world truly is - and when the time is right - people will want to experience it again for themselves. When that time comes, we will be there to make it easier for everyone to experience the world.

Please continue to take every measure you can to stay safe and healthy. You have all had many communications from your own brand leaders on the safety measures we are taking for our 26,000+ employees all over the world, and our Crisis Management Teams will continue their work around the clock to ensure we are doing everything we can to keep our employees safe.

Thank you for all that you are doing every single day to help us on this journey.

- Glenn