

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 2, 2018

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, Connecticut

(Address of principal office)

06854

(zip code)

N/A

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

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

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

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

Current Booking Holdings Inc. (the "Company") director, Jan Docter, informed the Company on March 2, 2018 that he is retiring from the board of directors as of the Company's 2018 annual meeting of stockholders scheduled to be held on June 7, 2018 (the "Annual Meeting") and will not stand for re-election. His retirement is not the result of any dispute or disagreement with the Company, its management or its board of directors on any matter relating to the Company's operations, policies or practices or otherwise.

Item 7.01. Regulation FD Disclosure

On March 8, 2018, the Company announced that it has nominated for election to its board of directors at the Annual Meeting two new directors, Mirian Graddick-Weir and Nick Read. Ms. Graddick-Weir currently serves as Executive Vice President of Human Resources at Merck & Co., a leading, global pharmaceutical company. Mr. Read currently serves as Chief Financial Officer of the Vodafone Group, a leading, global telecommunications company. A copy of the press release announcing their nominations 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

[99.1](#) Press release.

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, General Counsel and Secretary

Date: March 8, 2018

EXHIBIT INDEX

Exhibit

[99.1](#) Press release.

Mirian Graddick-Weir and Nick Read Nominated for Election to Booking Holdings' Board of Directors

NORWALK, Conn., March 8, 2018--The Board of Directors of Booking Holdings Inc. (NASDAQ: [BKNG](#)) today announced that it has nominated for election to the Board at the company's Annual Meeting of Stockholders in June 2018 Mirian Graddick-Weir, Executive Vice President of Human Resources of Merck & Co., and Nick Read, Group Chief Financial Officer of Vodafone Group Plc. The Board also announced that long-term Director Dr. Jan Docter will not stand for reelection in June.

Ms. Graddick-Weir has been Executive Vice President of Human Resources at Merck & Co., Inc. since 2008, where she leads human resources for one of the leading pharmaceutical companies in the world. Prior to joining Merck, she served as an Executive Vice President of Human Resources and Employee Communications at AT&T Corp. from 2004 to 2006 and served as its Executive Vice President of Human Resources from March 1999 to 2004. She has served on the board of directors of Yum! Brands, Inc. since January 2012 and serves on its Nominating and Corporate Governance Committee and its Management Planning and Development Committee.

Mr. Read was appointed Group Chief Financial Officer and member of the Vodafone Group PLC Board in April 2014. Since joining Vodafone in 2001, he has held a variety of senior roles including CFO, CCO and CEO of Vodafone Limited, the UK operating company, Regional CEO for Africa, Middle East and Asia Pacific and was a Board member of the listed companies of Vodacom, Safaricom and Vodafone Qatar, as well as Vodafone's subsidiaries in India and Egypt and their joint ventures, VHA in Australia and Indus Towers in India. Prior to joining Vodafone, he held senior global finance positions with United Business Media Plc and Federal Express Worldwide. **Mr. Read** is a Fellow Chartered Management Accountant and a Chartered Global Management Accountant, with a BA (Hons) in Accounting and Finance.

"We are adding two exceptional executives with extensive backgrounds within high profile global companies in a variety of leadership roles that we believe will bring tremendous value and insight to the Booking Holdings organization. We are delighted to welcome them," said James M. Guyette, Lead Independent Director of Booking Holdings' Board of Directors.

"On behalf of our entire Board and leadership team, I want to thank Jan Docter for his more than ten years of loyal and consistent service. He has been an exceptional director and an invaluable resource. We wish him well in his future endeavors," said Jeffery H. Boyd, Executive Chairman of Booking Holdings' Board of Directors.

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 220 countries and territories through six primary brands: [Booking.com](#), [priceline.com](#), [KAYAK](#), [agoda.com](#), [Rentalcars.com](#) and [OpenTable](#). The mission of Booking Holdings is to help people experience the world. For more information visit [Bookingholdings.com](#).