

**UNITED STATES
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) June 10, 2022

Booking Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

1-36691

(Commission File Number)

06-1528493

(IRS Employer Identification No.)

800 Connecticut Avenue

(Address of principal executive offices)

Norwalk

Connecticut

06854

(zip code)

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

N/A

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

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

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

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

| Title of Each Class: | Trading Symbol | Name of Each Exchange on which Registered: |
|--|----------------|--|
| Common Stock par value \$0.008 per share | BKNG | The NASDAQ Global Select Market |
| 2.150% Senior Notes Due 2022 | BKNG 22 | The NASDAQ Stock Market LLC |
| 2.375% Senior Notes Due 2024 | BKNG 24 | The NASDAQ Stock Market LLC |
| 0.100% Senior Notes Due 2025 | BKNG 25 | The NASDAQ Stock Market LLC |
| 1.800% Senior Notes Due 2027 | BKNG 27 | The NASDAQ Stock Market LLC |
| 0.500% Senior Notes Due 2028 | BKNG 28 | The NASDAQ Stock Market LLC |

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

Emerging growth company

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

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2022 Annual Meeting of Stockholders of the Company was held virtually on June 9, 2022 at www.virtualshareholdermeeting.com/BKNG2022. The following proposals were voted on by the Company's stockholders with the following results:

1. The stockholders of the Company elected all of the Company's nominees for election to the Board of Directors to serve until the next annual meeting of stockholders and until their respective successors are elected and qualified. The votes were as follows:

| <u>Nominee</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|---------------------------|------------------|----------------------|--------------------|-------------------------|
| Timothy M. Armstrong | 30,752,226 | 3,117,061 | — | 1,515,384 |
| Glenn D. Fogel | 33,758,715 | 110,572 | — | 1,515,384 |
| Mirian M. Graddick-Weir | 32,315,852 | 1,553,435 | — | 1,515,384 |
| Wei Hopeman | 33,483,975 | 385,312 | — | 1,515,384 |
| Robert J. Mylod, Jr. | 31,906,070 | 1,963,217 | — | 1,515,384 |
| Charles H. Noski | 32,926,031 | 943,256 | — | 1,515,384 |
| Nicholas J. Read | 33,752,150 | 117,137 | — | 1,515,384 |
| Thomas E. Rothman | 33,478,746 | 390,541 | — | 1,515,384 |
| Sumit Singh | 33,846,065 | 23,222 | — | 1,515,384 |
| Lynn Vojvodich Radakovich | 32,917,354 | 951,933 | — | 1,515,384 |
| Vanessa A. Wittman | 33,661,964 | 207,323 | — | 1,515,384 |

2. A proposal to approve on an advisory basis the compensation paid by the Company to its named executive officers was not approved as follows:

| | |
|-------------------|------------|
| Votes For: | 10,720,325 |
| Votes Against: | 23,108,355 |
| Abstentions: | 40,607 |
| Broker Non-Votes: | 1,515,384 |

3. A proposal to ratify the selection of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2022 was approved as follows:

| | |
|-------------------|------------|
| Votes For: | 31,576,333 |
| Votes Against: | 3,796,726 |
| Abstentions: | 11,612 |
| Broker Non-Votes: | — |

4. A non-binding stockholder proposal requesting the right of stockholders holding 10% of outstanding shares of Common Stock par value \$0.008 per share of the Company to call a special meeting was not approved as follows:

| | |
|-------------------|------------|
| Votes For: | 16,614,718 |
| Votes Against: | 17,223,557 |
| Abstentions: | 31,012 |
| Broker Non-Votes: | 1,515,384 |

5. A non-binding stockholder proposal requesting the Board of Directors incorporate climate change metrics into executive compensation arrangements for the Chief Executive Officer and at least one other senior executive of the Company was not approved as follows:

| | |
|-------------------|------------|
| Votes For: | 4,950,142 |
| Votes Against: | 28,600,421 |
| Abstentions: | 318,724 |
| Broker Non-Votes: | 1,515,384 |

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/ Vijay S. Iyer
Name: Vijay S. Iyer
Title: SVP, Associate General Counsel, and Corporate Secretary

Date: June 10, 2022