

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) November 18, 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  
(Address of principal offices)

Norwalk  
(Address of principal offices)

Connecticut  
(Address of principal offices)

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 November 18, 2020, Jeffery H. Boyd informed Booking Holdings Inc. (the "Company") that he has decided to retire from the Company's Board of Directors, effective as of the Company's 2021 Annual Meeting of Stockholders (the "Annual Meeting"), and therefore he will not stand for re-election to the Board of Directors at the Annual Meeting. 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.

The Company and the Board extend their deepest gratitude to Mr. Boyd for his outstanding leadership, vision and dedicated service, and for the incalculable contribution he made as Chief Executive Officer of the Company for more than a decade and as a member of the Board of Directors for nearly two decades (including seven years as Chairman).

**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: November 20, 2020