

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) November 2, 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 2.02. Results of Operations and Financial Condition.

On November 2, 2022, Booking Holdings Inc. announced its financial results for the quarter ended September 30, 2022. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Copies of Booking Holdings' unaudited consolidated balance sheet at September 30, 2022, unaudited consolidated statements of operations for the three and nine months ended September 30, 2022, and unaudited consolidated statement of cash flows for the nine months ended September 30, 2022, are included in the financial and statistical supplement attached to the press release. The unaudited consolidated balance sheet at September 30, 2022, unaudited consolidated statements of operations for the three and nine months ended September 30, 2022, and unaudited consolidated statement of cash flows for the nine months ended September 30, 2022 shall be treated as "filed" for purposes of the Securities Exchange Act of 1934, as amended, but all other information in the press release shall be treated as "furnished."

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | | Description |
|-----------------------------|--|---|
| Number | | |
| <u>99.1</u> | | Press release (which includes a financial and statistical supplement and related information) issued by Booking Holdings Inc. on November 2, 2022 relating to, among other things, its third quarter 2022 earnings. The unaudited consolidated balance sheet at September 30, 2022, unaudited consolidated statements of operations for the three and nine months ended September 30, 2022, and unaudited consolidated statement of cash flows for the nine months ended September 30, 2022 shall be treated as "filed" for the purposes of the Securities and Exchange Act of 1934, as amended, and the remaining information shall be treated as "furnished." |
| 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/ David I. Goulden
Name: David I. Goulden
Title: Executive Vice President and Chief Financial Officer

Date: November 2, 2022