
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 11, 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

Norwalk
(Address of principal office)

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-4c 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 8.01. Other Events.

On March 10, 2022, Glenn D. Fogel, Chief Executive Officer and President of Booking Holdings Inc. (the “Company”), entered into a stock trading plan implemented pursuant to Rule 10b5-1 (the “Fogel Plan”) under the Securities Exchange Act of 1934, as amended. The Fogel Plan provides for the sale of up to 100% of the total “net” number (net amounts associated with any tax withholding) of shares underlying performance share units and shares of restricted stock granted in December 2020, March 2021, and March 2022, and to be granted in March 2023, which are issued at vesting in December 2022, March 2023, December 2023, and March 2024, subject to certain price limits. The Fogel Plan also provides for the sale, over time, of up to 18,000 shares of Company common stock, subject to certain price limits. The first possible sales date is August 15, 2022. Under the terms of the Fogel Plan, Mr. Fogel will have no discretion or control over the timing or effectuation of the sales. The Fogel Plan expires on July 15, 2024.

A table summarizing the pre-arranged trading plans adopted by each of the Company’s “Section 16” officers and directors is available in the “For Investors” section of the Company’s website (bookingholdings.com) under the tab “Corporate Governance.” The Company’s practice, which it currently intends to continue, is to update the table following the closing of its trading window each quarter. Transactions under the Fogel Plan will be disclosed publicly through appropriate filings with the Securities and Exchange Commission.

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 11, 2022
