

**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) April 2, 2026

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
4.000% Senior Notes Due 2026	BKNG 26	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
3.625% Senior Notes Due 2028	BKNG 28A	The NASDAQ Stock Market LLC
3.500% Senior Notes Due 2029	BKN 29A	The NASDAQ Stock Market LLC
4.250% Senior Notes Due 2029	BKN 29	The NASDAQ Stock Market LLC
3.000% Senior Notes Due 2030	BKNG 30	The NASDAQ Stock Market LLC
3.125% Senior Notes Due 2031	BKNG 31A	The NASDAQ Stock Market LLC
4.500% Senior Notes Due 2031	BKNG 31	The NASDAQ Stock Market LLC
3.625% Senior Notes Due 2032	BKNG 32	The NASDAQ Stock Market LLC
3.250% Senior Notes Due 2032	BKNG 32A	The NASDAQ Stock Market LLC
4.125% Senior Notes Due 2033	BKNG 33	The NASDAQ Stock Market LLC
4.750% Senior Notes Due 2034	BKNG 34	The NASDAQ Stock Market LLC
3.625% Senior Notes Due 2035	BKNG 35	The NASDAQ Stock Market LLC
3.750% Senior Notes Due 2036	BKNG 36	The NASDAQ Stock Market LLC
3.750% Senior Notes Due 2037	BKNG 37	The NASDAQ Stock Market LLC
4.125% Senior Notes Due 2038	BKNG 38	The NASDAQ Stock Market LLC
4.000% Senior Notes Due 2044	BKNG 44	The NASDAQ Stock Market LLC
3.875% Senior Notes Due 2045	BKNG 45	The NASDAQ Stock Market LLC
4.500% Senior Notes Due 2046	BKNG 46	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 5.03. Amendments to Articles of incorporation or Bylaws; Change in Fiscal Year.

On April 2, 2026, Booking Holdings Inc. (the “Company”) filed an amendment to its Restated Certificate of Incorporation with the Delaware Secretary of State to effect the previously announced twenty-five-for-one forward stock split of the Company’s common stock and to proportionately increase the number of shares of the Company’s authorized common stock from 1,000,000,000 to 25,000,000,000. The amendment, which became effective at 4:01 p.m. Eastern Time on April 2, 2026, is filed as Exhibit 3.1 to this Current Report on Form 8-K. Trading is expected to commence on a split-adjusted basis at market open on Monday, April 6, 2026.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Amendment to Restated Certificate of Incorporation of Booking Holdings Inc., dated April 2, 2026.
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/ Peter J. Millones

Name: Peter J. Millones

Title: Executive Vice President and General Counsel

Date: April 2, 2026

**CERTIFICATE OF AMENDMENT OF THE
RESTATED CERTIFICATE OF INCORPORATION OF
BOOKING HOLDINGS INC.**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Booking Holdings Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: The first paragraph of Article Fourth of the Restated Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"The total number of shares of stock which the Corporation shall have authority to issue is 25,000,000,000 shares of common stock, each having a par value of eight-tenths of a penny (\$.008), and 150,000,000 shares of preferred stock, each having a par value of one penny (\$.01). At the Effective Time, each share of the Corporation's common stock issued and outstanding, and each share of the Corporation's common stock held by the Corporation as treasury stock, in each case as of immediately prior to the Effective Time, shall automatically, without further action on the part of the Corporation or any of its stockholders, be subdivided and reclassified into twenty-five (25) validly issued, fully paid and nonassessable shares of common stock, reflecting a twenty-five (25) to one (1) stock split (the "Stock Split"). Following the Effective Time, each certificate representing shares of the Corporation's common stock issued and outstanding immediately prior to the Effective Time shall be deemed to represent the number of shares of the Corporation's common stock into which the shares represented thereby have been subdivided and reclassified pursuant to the Stock Split, until such certificate is surrendered to the Corporation for cancellation or exchange."

SECOND: The amendment to the Restated Certificate of Incorporation effected hereby has been adopted by the Board of Directors of the Corporation in the manner prescribed by Section 242 of the General Corporation Law of the State of Delaware.

THIRD: This Certificate of Amendment to the Restated Certificate of Incorporation shall become effective at 4:01 p.m. Eastern Time on April 2, 2026.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed in its name on this 2nd day of April, 2026.

BOOKING HOLDINGS INC.

By: /s/ Peter J. Millones

Name: Peter J. Millones

Title: Executive Vice President and General Counsel

[Signature Page to Certificate of Amendment]