

# PRICELINE GROUP INC.

## **FORM 8-A12B** (Securities Registration (section 12(b)))

Filed 03/27/17

Address	800 CONNECTICUT AVE NORWALK, CT 06854
Telephone	203-299-8000
CIK	0001075531
Symbol	PCLN
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Leisure & Recreation
Sector	Consumer Cyclical
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**The Priceline Group Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation or Organization)

**06-1528493**  
(I.R.S. Employer Identification No.)

**800 Connecticut Avenue**  
**Norwalk, Connecticut 06854**  
(Address of Principal Executive Offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**

**Name of each exchange on which  
each class is to be registered**

**€1,000,000,000 0.800% Senior Notes Due 2022**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended, and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

**333-198515**  
(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

**None**  
(Title of Class)

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### **Item 1. Description of Registrant's Securities to be Registered**

The description of the securities to be registered is contained in the Prospectus Supplement dated March 7, 2017, and the Prospectus dated September 8, 2014, copies of which were electronically transmitted for filing with the Commission pursuant to Rule 424(b) on March 8, 2017, each of which form a part of the Registrant's Registration Statement on Form S-3 (No. 333-198515), and each of which is incorporated herein by reference.

### **Item 2. Exhibits**

The following exhibits are filed with the Commission and the New York Stock Exchange, Inc.:

2.1 Form of the Registrant's 0.800% Senior Note Due 2022 (incorporated herein by reference to Exhibit 4.1 to our Current Report on Form 8-K filed with the Commission on March 10, 2017).

2.2 Indenture, dated September 23, 2014 (the "Base Indenture"), between the Registrant and Deutsche Bank Trust Company Americas, as trustee (incorporated herein by reference to Exhibit 4.1 to our Current Report on Form 8-K filed with the Commission on November 25, 2015).

2.3 Officers' Certificate, dated March 10, 2017, with respect to the 0.800% Senior Notes due 2022 issued pursuant to the Base Indenture (incorporated herein by reference to Exhibit 4.2 to our Current Report on Form 8-K filed with the Commission on March 10, 2017).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE PRICELINE GROUP INC.

Date: March 27, 2017

By: /s/ Peter J. Millones

Name: Peter J. Millones

Title: Executive Vice President, General Counsel and Secretary