

PRICELINE GROUP INC.

FORM 8-K (Current report filing)

Filed 04/24/17 for the Period Ending 04/20/17

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

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 20, 2017

The Priceline Group 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, Connecticut

(Address of principal office)

06854

(zip code)

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))

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.

Robert J. Mylod, Jr. has been appointed to the Board of Directors of The Priceline Group Inc. (the "Company"), effective May 15, 2017.

Mr. Mylod currently serves as the Managing Partner of Annox Capital Management, a private investment firm that he founded in 2013, and as a member of the Boards of Directors of EverBank, a U.S. savings bank providing online and mobile banking and financial services, and Novocure, a cancer treatment company. From 1999 to 2011, Mr. Mylod held several roles with the Company, including Vice Chairman, Head of Worldwide Strategy and Planning, and Chief Financial Officer. Prior to joining the Company, Mr. Mylod was a Principal at Stonington Partners, a private equity investment firm. Mr. Mylod received an A.B. in English from the University of Michigan and an M.B.A. from the University of Chicago Graduate School of Business.

In consideration of his services as a member of the Company's Board of Directors and any Board committees, Mr. Mylod will be compensated in accordance with the Company's non-employee director compensation program as in effect from time to time.

The Company issued a press release on April 24, 2017 announcing Mr. Mylod's appointment, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits .

(d) Exhibits

Exhibit Description

99.1 Press Release.

The information in Exhibit 99.1 shall not be treated as "filed" for purposes of the Securities Exchange Act of 1934, as amended.

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.

THE PRICELINE GROUP INC.

By: /s/ Peter J. Millones

Name: Peter J. Millones

Title: Executive Vice President, General Counsel and
Secretary

Date: April 24, 2017

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release.

Robert J. Mylod, Jr. Named to The Priceline Group's Board of Directors

Appointment Effective May 15, 2017

NORWALK, Conn., Apr. 24, 2017 --The Board of Directors of The Priceline Group Inc. (NASDAQ: PCLN) today announced that it has named Robert J. Mylod, Jr., Managing Partner of Annox Capital Management, as The Priceline Group's newest Director, effective May 15, 2017.

Mr. Mylod founded Annox Capital Management, a private investment firm, in 2013. He also serves as a member of the Boards of Directors of EverBank, a U.S. savings bank providing online and mobile banking and financial services, and Novocure, a cancer treatment company. From 1999 to 2011, Mr. Mylod held several roles within The Priceline Group, including Vice Chairman, Head of Worldwide Strategy and Planning, and Chief Financial Officer. Prior to joining the Company, Mr. Mylod was a Principal at Stonington Partners, a private equity investment firm. Mr. Mylod received an A.B. in English from the University of Michigan and an M.B.A. from the University of Chicago Graduate School of Business.

"Bob's extensive experience with high growth Internet companies, as well as multiple leadership roles within The Priceline Group will offer tremendous value and counsel to our Board and the Group's key leaders," said James M. Guyette, Lead Independent Director of The Priceline Group's Board of Directors. "We are thrilled to welcome Bob to the team."

"After working to build The Priceline Group for more than 10 years, it's been incredible to watch its continued global expansion and success," said Mylod. "It is an honor to join a company and its Board that is committed to developing innovative technologies and a best-in-class customer experience."

About The Priceline Group

The Priceline Group (NASDAQ: PCLN) is the world leader in online travel and related services, provided to consumers and local partners in over 224 countries and territories through six primary brands: Booking.com, priceline.com, KAYAK, agoda.com, rentalcars.com and OpenTable. The Priceline Group's mission is to help people experience the world. For more information visit PricelineGroup.com.