

# PRICELINE GROUP INC.

## **FORM 8-K** (Current report filing)

Filed 07/24/17 for the Period Ending 07/24/17

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) July 24, 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.

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**Item 8.01. Other Events**

On July 24, 2017, The Priceline Group Inc. (the "Company") completed its acquisition of Momondo Group Holdings Limited (the "Momondo Group"). The Company's press release announcing the completion of the transaction is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference thereto.

This Item 8.01 contains forward-looking statements, including with respect to the completion of the acquisition of the Momondo Group by the Company. These forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed, implied or forecasted in any such forward-looking statements. For a detailed discussion of the factors that could cause the Company's actual results to differ materially from those described in the forward-looking statements, please refer to the Company's most recent Form 10-Q, Form 10-K and Form 8-K filings with the Securities and Exchange Commission. Unless required by law, the Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit

99.1 Press Release dated July 24, 2017

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**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: July 24, 2017

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## EXHIBIT INDEX

### Exhibit

99.1 Press Release dated July 24, 2017

## The Priceline Group Completes the Acquisition of Momondo Group

NORWALK, Conn., July 24, 2017 -- The Priceline Group Inc. (NASDAQ: PCLN) today announced that it has successfully completed its previously announced plan to acquire the Momondo Group in a cash transaction whereby The Priceline Group acquired all outstanding shares of the Momondo Group for approximately \$550 million. The Momondo Group, which operates momondo, a leading European travel meta engine that offers flights, hotels and car rentals, and Cheapflights, a leading global flight comparison and travel deals publishing platform, will roll under The Priceline Group's leading travel meta brand, KAYAK.

"Momondo and Cheapflights are premium brands that have garnered a loyal customer base throughout key markets in Europe, and we couldn't be more excited to welcome the Momondo Group team to The Priceline Group family," said Glenn Fogel, President & CEO of the Group.

"Adding momondo and Cheapflights to KAYAK's portfolio of brands helps further our mission of providing the world's favorite travel planning tools. We're eager to learn from each other to make each brand and business even better," added Steve Hafner, CEO, KAYAK.

Headquartered in the UK and Copenhagen, with an office in Boston, the Momondo Group, businesses will report into KAYAK CEO Steve Hafner.

### Information About Forward-Looking Statements

This communication contains forward-looking statements. These forward-looking statements reflect the views of The Priceline Group's management regarding current expectations and projections about future events. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed, implied or forecasted in any such forward-looking statements. Expressions of future goals and similar expressions including, "may," "will," "should," "could," "expects," "plans," "anticipates," "intends," "believes," "estimates," "predicts," "potential," "targets," or "continue," reflecting something other than historical fact are intended to identify forward-looking statements. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: the possibility that expected benefits of the transaction may not be achieved in a timely manner or at all; revenues following the transaction may be lower than expected; disruption from the transaction may adversely affect Momondo Group's relationships with its customers, business partners or employees; and the other factors described in The Priceline Group's most recent Quarterly Report on Form 10-Q and Annual Report on Form 10-K filed with the Securities and Exchange Commission. Unless required by law, The Priceline Group undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

### About The Priceline Group

The Priceline Group (NASDAQ: PCLN) is the world leader in online travel and related services, provided to customers and partners in over 225 countries 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](http://pricelinegroup.com) and follow us on Twitter @PricelineGroup.