

Priceline Group Inc.
Form 8-A12B
March 20, 2015

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

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 1.800% Senior Notes Due 2027	New York Stock Exchange

Edgar Filing: Priceline Group Inc. - Form 8-A12B

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. x

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. o

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)

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 February 24, 2015, and the Prospectus dated September 8, 2014, copies of which were electronically transmitted for filing with the Commission pursuant to Rule 424(b) on February 26, 2015, each of which forms 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

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

2.1 - Form of the Registrant's 1.800% Senior Note Due 2027 (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on March 2, 2015).

2.2 - Form of indenture between the Registrant and Deutsche Bank Trust Company Americas, as Trustee (incorporated by reference to Exhibit 4.1 to our Post-Effective Amendment No. 1 to our Registration Statement on Form S-3 filed on September 8, 2014 (No. 333-198515)).

2.3 - Officers' Certificate, dated March 3, 2015, for the 1.800% Senior Notes due 2027 issued pursuant to the Indenture (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on March 4, 2015).

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.

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 19, 2015

By:	/s/ Peter J. Millones	
Name:		Peter J. Millones
Title:		Executive Vice President, General Counsel and Secretary