

Priceline Group Inc.
Form 8-K
March 12, 2015

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): **March 10, 2015**

THE PRICELINE GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-25581
(Commission File Number)

06-1528493
(IRS Employer Identification No.)

800 Connecticut Avenue, Norwalk, Connecticut
(Address of principal executive offices)

06854
(Zip Code)

Registrant's telephone number, including area code: **(212) 299-8000**

N/A

(Former name or former address, if changed since last report)

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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))
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ITEM 8.01 OTHER EVENTS

On March 10, 2015, The Priceline Group Inc. entered into an underwriting agreement (the "Underwriting Agreement") with J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Goldman, Sachs & Co., TD Securities (USA) LLC and U.S. Bancorp Investments, Inc. (the "Underwriters"), pursuant to which the Company agreed to issue and sell to the Underwriters \$500,000,000 aggregate principal amount of the Company's 3.650% Senior Notes due 2025 (the "Senior Notes") in a registered public offering (the "Offering"). The Offering was pursuant to the Company's shelf registration statement on Form S-3 (Registration File No. 333-198515), as amended by the Post-Effective Amendment No. 1 to the Registration Statement filed with the Securities and Exchange Commission on September 8, 2014 (as so amended, the "Registration Statement"). For a complete description of the terms and conditions of the Underwriting Agreement, please refer to the Underwriting Agreement, which is filed as Exhibit 1.1 hereto, and is incorporated herein by reference.

The Form of the Senior Notes and the Opinion of Cravath, Swaine & Moore on the validity of the Senior Notes are attached hereto as Exhibits 4.1 and 5.1, respectively, and are also incorporated herein by reference.

This Current Report on Form 8-K and the exhibits thereto are incorporated by reference into the Registration Statement.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) The following exhibits are filed as a part of this Report.

Exhibit No.	Description
1.1	Underwriting Agreement, dated March 10, 2015, among The Priceline Group Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Goldman, Sachs & Co., TD Securities (USA) LLC and U.S. Bancorp Investments, Inc.
4.1	Form of 3.650% Senior Note due 2025
5.1	Opinion of Cravath, Swaine & Moore LLP, relating to the Senior Notes (including the consent required with respect thereto)

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: March 12, 2015

EXHIBIT INDEX

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