

**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 1, 2024

SABRE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36422
(Commission
File Number)

20-8647322
(IRS Employer
Identification No.)

3150 Sabre Drive
Southlake, TX
(Address of principal executive offices)

76092
(Zip Code)

(682) 605-1000
(Registrant's telephone number, including area code)

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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$.01 par value	SABR	The Nasdaq Stock Market LLC

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 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.

On March 5, 2024, Sabre Corporation (“Sabre”) announced that, effective as of Sabre’s Annual Meeting of Stockholders expected to be held on April 24, 2024 (the “Annual Meeting”), Gail Mandel has been elected non-executive Chair of the Board of Directors. Sabre also announced on March 5, 2024 that Sean Menke, current Executive Chair of the Board of Directors, notified Sabre on March 1, 2024 of his decision to retire from the Board of Directors effective immediately prior to the Annual Meeting. Also effective immediately prior to the Annual Meeting, Sabre’s Board of Directors has designated Mr. Menke to serve as Special Advisor to the Chief Executive Officer and the Board of Directors of Sabre (“Special Advisor”), pursuant to the terms of Mr. Menke’s employment agreement with Sabre GBLB Inc., dated February 28, 2023. Mr. Menke’s decision to retire is not the result of any disagreement with Sabre or its management with respect to any matter relating to Sabre’s operations, policies or practices. The size of the Board of Directors will be reduced to ten directors, effective upon Mr. Menke’s retirement from the Board of Directors. A copy of the press release announcing these items is included as Exhibit 99.1.

Item 9.01. Exhibits

(d) Exhibits

99.1 [Press Release, dated March 5, 2024.](#)

104 Cover Page Interactive Data File—formatted as Inline XBRL.

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.

Sabre Corporation

Dated: March 5, 2024

By: /s/ Shawn Williams

Name: Shawn Williams

Title: Executive Vice President and Chief People Officer



Sabre Elects Gail Mandel to Become Chair of its Board of Directors

Sean Menke to retire from the Board immediately prior to Company's Annual Meeting

SOUTHLAKE, Texas – Mar. 5, 2024 – Sabre Corporation (NASDAQ: SABR), a leading technology provider to the global travel industry, today announced the election of Gail Mandel, former Wyndham Worldwide executive and existing Sabre Board member, to become non-executive Chair of the Board. Mandel has served on Sabre's Board since April 2020. Her appointment as Chair of the Board will be effective at the company's 2024 Annual Meeting, scheduled for April 24, 2024.

"I am thrilled to serve as Chair of Sabre's Board at this important phase of the company's strategic transformation," said Mandel. "The travel ecosystem is dynamic with an abundance of value-enhancing opportunities which I believe Sabre can capture through its ongoing commitment to innovation and sustainable growth strategies. I look forward to continuing to work with this leadership team and Board to drive the future success of the company."

In addition to serving as Chair of the Board, Mandel will serve as Chair of the Corporate Governance and Nominating Committee and as a member of the Compensation Committee.

"Gail brings a wealth of travel industry experience, financial acumen and insight to this role, as well decades of experience leading complex global companies through strategic change and successfully delivering positive outcomes for stakeholders," said Kurt Ekert, President, CEO and Board member of Sabre. "Gail is the right choice to help guide this company as we execute against our strategic priorities and achieve our vision."

Mandel will succeed Sean Menke, who is retiring from the Board immediately prior to the company's 2024 Annual Meeting. Menke currently serves as Sabre's Executive Chair of the Board. Previously, he was appointed as President and CEO of Sabre in 2016 and transitioned to the CEO and Executive Chair roles in early 2022. These changes, along with those announced last month, are being made as part of the Board's ongoing focus on composition and succession planning.

"It has been an honor serving on Sabre's Board since 2016," added Menke. "Sabre has weathered unprecedented headwinds during that time, and I am proud of the team's achievements, including the successful execution of its technology transformation milestones and the investment in, and delivery of, product innovations that distinguish Sabre from the competition. I am confident that Gail, the Board and this leadership team will continue to build upon those achievements and deliver long-term value to Sabre's investors, customers and other stakeholders."

"On behalf of the Board, I extend our deepest gratitude to Sean for his leadership and guidance over the years," continued Ekert. "His partnership with me and the leadership team and his Board leadership have been invaluable as we developed and began executing against our strategic priorities and took measures to position Sabre for long-term success in this dynamic and evolving travel industry. We wish him much success in the future."

About Gail Mandel

Ms. Mandel has served as a director of Sabre's Board since 2020. She has served as Managing Director of Focused Point Ventures, LLC, a business advisory and consulting services organization, since 2019. In addition, she currently serves as a Director for Dave & Buster's Entertainment, Inc., a leading owner and operator of high-volume entertainment and dining venues as well as the Chairman of the Board and Chair of the Audit Committee of PureStar, a private equity backed provider of laundry services and linen management to the hospitality industry. From 2014 to 2018, she served as President and Chief Executive Officer of Wyndham Destination Network, an operating division of Wyndham Worldwide, a provider of professionally managed, unique vacation accommodations. Ms. Mandel served as Chief Operating Officer and Chief Financial Officer, Wyndham Exchange & Rentals (later known as Wyndham Destination Network), from March 2014 to November 2014 and Chief Financial Officer, Wyndham Exchange & Rentals, from January 2010 to March 2014. From August 2006 to January 2010, Ms. Mandel was Senior Vice President, Financial Planning & Analysis, for Wyndham Worldwide. From February 1999 to August 2006, Ms. Mandel was Division CFO/Controller, Cendant Hospitality/Travel Services, and from October 1997 to February 1999, Ms. Mandel was Controller, Cendant Mobility.

About Sabre Corporation

Sabre Corporation is a leading software and technology company that powers the global travel industry, serving a wide range of companies, including airlines, hoteliers, travel agencies and other suppliers. The company provides sales, distribution and fulfilment solutions that help its customers operate more efficiently, increase revenue and deliver personalized experiences to travelers. Through its leading marketplace, Sabre connects travel suppliers and buyers around the world. Headquartered in Southlake, Texas, Sabre serves customers in more than 160 countries around the world. For more information, visit www.sabre.com.

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