**SEC Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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**1. Name and Address of Reporting Person**

Clinton Chelsea  
C/O EXPEDIA GROUP, INC.  
1111 EXPEDIA GROUP WAY W.  
SEATTLE WA 98119

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**2. Issuer Name and Ticker or Trading Symbol**

Expedia Group, Inc. [ EXPE ]

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**3. Date of Earliest Transaction (Month/Day/Year)**

04/01/2020

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**4. If Amendment, Date of Original Filed (Month/Day/Year)**

04/01/2020

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**5. Relationship of Reporting Person(s) to Issuer (Check all applicable)**

X Director  
10% Owner  
Officer (give title below)  
Other (specify below)

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**6. Individual or Joint/Group Filing (Check Applicable Line)**

X Form filed by One Reporting Person

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, If any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Units</td>
<td>04/01/2020</td>
<td>A</td>
<td>(A)</td>
<td>(D)</td>
<td>159,317</td>
<td>D</td>
<td>159,317</td>
</tr>
</tbody>
</table>

| Stock Units                    | 04/01/2020                          | A                               | (A)                            | (D)                                          | 159,317                                                        | D                                | 159,317                                           |

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, If any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 5)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Units</td>
<td></td>
<td>04/01/2020</td>
<td>A</td>
<td>(A)</td>
<td>(D)</td>
<td>159,317</td>
<td>D</td>
<td>159,317</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Stock units are convertible into common stock on a 1-for-1 basis.
2. Represents (as rounded) 155.5 stock units accrued under the Expedia Group, Inc. Non-Employee Director Deferred Compensation Plan (the "Plan") in lieu of director cash compensation for the quarter ended March 31, 2020 and 3.817 stock units accrued under the Plan in connection with a dividend paid by Expedia Group, Inc. during the quarter ended March 31, 2020.
3. Stock units under the Expedia Group, Inc. Non-Employee Director Deferred Compensation Plan are to be settled in shares of common stock of Expedia Group, Inc. after the reporting person's termination of services as a director.

**/s/ Michael S. Marron**  
Attorney-in-fact  
04/02/2020

**Signature of Reporting Person**  
Date

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**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see instruction 4 (b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.