

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Silver Lake Group, L.L.C.</u> <hr/> (Last) (First) (Middle) C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/05/2020	3. Issuer Name and Ticker or Trading Symbol <u>Expedia Group, Inc. [EXPE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Series A Preferred Stock ⁽¹⁾⁽²⁾	600,000	I	Held through SLP V Fort Holdings II, L.P. ⁽¹⁾⁽⁴⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants ⁽¹⁾⁽²⁾	(3)	05/05/2030	Common Stock	4,200,000 ⁽³⁾	72	I	Held through SLP Fort Aggregator II, L.P. ⁽¹⁾⁽⁵⁾

1. Name and Address of Reporting Person*
Silver Lake Group, L.L.C.

 (Last) (First) (Middle)
 C/O SILVER LAKE
 2775 SAND HILL ROAD, SUITE 100

 (Street)
 MENLO PARK CA 94025

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SLTA V (GP), L.L.C.

 (Last) (First) (Middle)
 C/O SILVER LAKE
 2775 SAND HILL ROAD, SUITE 100

 (City) (State) (Zip)

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Silver Lake Technology Associates V, L.P.](#)

(Last) (First) (Middle)
C/O SILVER LAKE
2775 SAND HILL ROAD, SUITE 100

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[SLP V Aggregator GP, L.L.C.](#)

(Last) (First) (Middle)
C/O SILVER LAKE
2775 SAND HILL ROAD, SUITE 100

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[SLP Fort Aggregator II, L.P.](#)

(Last) (First) (Middle)
C/O SILVER LAKE
2775 SAND HILL ROAD, SUITE 100

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[SLP V Fort GP II, L.L.C.](#)

(Last) (First) (Middle)
C/O SILVER LAKE
2775 SAND HILL ROAD, SUITE 100

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[SLP V Fort Holdings II, L.P.](#)

(Last) (First) (Middle)
C/O SILVER LAKE
2775 SAND HILL ROAD, SUITE 100

(Street)
MENLO PARK CA 94025

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Mondre Greg		
(Last)	(First)	(Middle)
C/O SILVER LAKE, 55 HUDSON YARDS, 550 WEST 34TH STREET, 40TH FLOOR		
(Street)		
NEW YORK	NY	10001
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 3 is filed by SLP V Fort Holdings II, L.P. ("SLP Fort Holdings II"), SLP V Fort GP II, L.L.C. ("SLP Fort GP II"), SLP Fort Aggregator II, L.P. ("SLP Aggregator"), SLP V Aggregator GP, L.L.C. ("SLP Aggregator GP"), Silver Lake Technology Associates V, L.P. ("SLTA V"), SLTA V (GP), L.L.C. ("SLTA V GP"), and Silver Lake Group, L.L.C. ("SLG"). Mr. Greg Mondre serves as a member of the board of directors of Expedia Group, Inc. (the "Issuer") and as a Co-CEO and Managing Member of SLG. Each of SLP Fort Holdings II, SLP Fort GP II, SLP Aggregator, SLP Aggregator GP, SLTA V, SLTA V GP and SLG may be deemed to be a director by deputization of the Issuer.
2. On April 23, 2020, SLP Fort Holdings II and SLP Aggregator entered into an Investment Agreement with the Issuer (the "Investment Agreement"), pursuant to which SLP Fort Holdings II purchased 600,000 shares of Series A Preferred Stock, par value \$0.001 per share, and SLP Aggregator purchased warrants ("Warrants") to purchase 4.2 million shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock").
3. The Warrants are exercisable at any time, subject to receipt of any required approvals under applicable competition laws necessary in connection with the issuance of shares of Common Stock upon exercise. The Warrants are exercisable at an exercise price of \$72.00 per share, subject to certain customary anti-dilution adjustments provided under the Warrants, including for stock splits, reclassifications, combinations and dividends or distributions made by the Issuer on the Common Stock. The Warrants are exercisable solely on a net settlement basis.
4. Represents securities held by SLP Fort Holdings II. SLP Fort GP II is the general partner of SLP Fort Holdings II. SLTA V is the managing member of SLP Fort GP II. SLTA V GP is the general partner of SLTA V. SLG is the managing member of SLTA V GP.
5. Represents securities held by SLP Aggregator. SLP Aggregator GP is the general partner of SLP Aggregator. SLTA V is the managing member of SLP Aggregator GP. SLTA V GP is the general partner of SLTA V. SLG is the managing member of SLTA V GP.

Remarks:

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing for purposes of Section 16 of the Exchange Act or otherwise, or are subject to Section 16 of the Exchange Act, and each Reporting Person disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.

[By: /s/ Andrew J. Schader,
Managing Director and
General Counsel of Silver
Lake Group, L.L.C.](#) [05/15/2020](#)

[By: /s/ Andrew J. Schader,
Managing Director and
General Counsel of Silver
Lake Group, L.L.C.,
managing member of
SLTA V \(GP\), L.L.C.](#) [05/15/2020](#)

[By: /s/ Andrew J. Schader,
Managing Director and
General Counsel of Silver
Lake Group, L.L.C.,
managing member of
SLTA V \(GP\), L.L.C.,
general partner of Silver
Lake Technology
Associates V, L.P.](#) [05/15/2020](#)

[By: /s/ Andrew J. Schader,
Managing Director and
General Counsel of Silver
Lake Group, L.L.C.,
managing member of
SLTA V \(GP\), L.L.C.,
general partner of Silver
Lake Technology
Associates V, L.P.,
managing member of SLP
V Aggregator GP, L.L.C.](#) [05/15/2020](#)

[By: /s/ Andrew J. Schader, \[05/15/2020\]\(#\)
Managing Director and
GC of Silver Lake Group,
L.L.C., managing member
of SLTA V \(GP\), L.L.C.,
GP of Silver Lake
Technology Associates V,](#)

L.P., managing member of
SLP V Aggregator GP,
L.L.C., GP of SLP Fort
Aggregator II, L.P.

By: /s/ Andrew J. Schader,
Managing Director and
GC of Silver Lake Group,
L.L.C., managing member
of SLTA V (GP), L.L.C., 05/15/2020
general partner of Silver
Lake Technology

Associates V, L.P.,
managing member of SLP
V Fort GP II, L.L.C.

By: /s/ Andrew J. Schader,
Managing Director and
GC of Silver Lake Group,
L.L.C., managing member
of SLTA V (GP), L.L.C., 05/15/2020
GP of Silver Lake
Technology Associates V,
L.P., managing member of
SLP V Fort GP II, L.L.C.,
GP of SLP V Fort
Holdings II, L.P.

/s/ Greg Mondre 05/15/2020

** Signature of Reporting
Person

Date

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 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.