

**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): April 23, 2020**

**EXPEDIA GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37429**  
(Commission  
File Number)

**20-2705720**  
(I.R.S. Employer  
Identification No.)

**1111 Expedia Group Way W.**  
**Seattle, Washington 98119**  
(Address of principal executive offices) (Zip code)

**(206) 481-7200**  
Registrant's telephone number, including area code

**Not Applicable**  
(Former name or former address if changed since last report)

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(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value	EXPE	The Nasdaq Global Select Market
Expedia Group, Inc. 2.500% Senior Notes due 2022	EXPE22	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an 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 8.01. Other Events.**

### ***Launch and Pricing of Notes***

On April 23, 2020, Expedia Group, Inc. (“Expedia Group” or the “Company”), entered into an agreement which will result in the private placement of \$2 billion of unsecured 6.250% senior notes due 2025 (the “6.250% Notes”) and \$750 million of unsecured 7.000% senior notes due 2025 (the “7.000% Notes,” and, together with the 6.250% Notes, the “Notes”). The Notes will be issued at a price of 100% of the aggregate principal amount. The Notes will be guaranteed by certain subsidiaries of Expedia Group. Expedia Group expects to use the net proceeds from the private placement of the Notes for general corporate purposes, which may include, without limitation, repayment or redemption of the Company’s 5.95% senior notes due 2020. The private placement of the Notes is expected to close on May 5, 2020. The closing is subject to the concurrent closing of the private placement of preferred stock and warrants and the effectiveness of the credit facility amendments announced in the Company’s Current Report on Form 8-K filed on April 23, 2020 and customary closing conditions, and there can be no assurance that the issuance and sale of the Notes will be consummated.

On April 23, 2020, the Company issued a press release announcing the pricing of the private offering of the Notes. A copy of the press release is attached hereto as Exhibit 99.1.

The Notes will be offered and sold only to qualified institutional buyers pursuant to Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This notice does not constitute an offer to sell or a solicitation for an offer to purchase the Notes or any other securities and does not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

### ***Forward Looking Statements***

This report, including the exhibits, contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. These forward-looking statements are based on assumptions that are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict, including the Risk Factors identified in the Company’s most recently filed annual report on Form 10-K and in Exhibit 99.2 to our Current Report on Form 8-K filed on April 23, 2020 (File No.: 20809410). The use of words such as “believe,” “estimate,” “expect” and “will,” or the negative of these terms or other similar expressions, among others, generally identify forward-looking statements. However, these words are not the exclusive means of identifying such statements. Unless required by law, the Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. However, readers should carefully review the reports and documents the Company files or furnishes from time to time with the Securities and Exchange Commission, particularly its annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated April 23, 2020.</a>
104	Cover Page Integrative Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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.

**EXPEDIA GROUP, INC.**

By: /s/ Robert J. Dzielak

Robert J. Dzielak

Chief Legal Officer and Secretary

Dated: April 23, 2020



### Expedia Group, Inc. Announces Pricing of Private Offering of Senior Notes

SEATTLE, Washington – April 23, 2020 – Today, Expedia Group, Inc. (“Expedia Group”) announced that it has agreed to sell \$2 billion aggregate principal amount of unsecured 6.250% senior notes due 2025 (the “6.250% Notes”) and \$750 million aggregate principal amount of unsecured 7.000% senior notes due 2025 (the “7.000% Notes” and, together with the 6.250% Notes, the “Notes”) in a private offering. The 6.250% Notes will be issued at a price of 100% of the aggregate principal amount. The 7.000% Notes will be issued at a price of 100% of the aggregate principal amount. The Notes will be guaranteed by certain subsidiaries of Expedia Group. Expedia Group expects to use the net proceeds from the offering for general corporate purposes, which may include, without limitation, repayment or redemption of Expedia Group’s 5.95% senior notes due 2020. The private offering of the Notes is expected to close on May 5, 2020. The closing of the Notes offering is subject to the concurrent closing of the private placement of preferred stock and warrants and the effectiveness of the credit facility amendments announced in Expedia Group’s Report on Form 8-K filed on April 23, 2020 and customary closing conditions, and there can be no assurance that the issuance and sale of the Notes will be consummated.

At our option, we may redeem (i) all or part of the 6.250% Notes prior to February 1, 2025 (three months prior to the maturity date of the 6.250% Notes), at a specified “make-whole” premium and (ii) on or after February 1, 2025 (three months prior to the maturity date of the 6.250% Notes), all or part of the 6.250% Notes at par, in each case plus accrued and unpaid interest thereon to but excluding the redemption date. At our option, we may redeem (i) prior to May 1, 2022, all or part of the 7.000% Notes at a redemption price equal to 100% of the principal amount of the 7.000% Notes to be redeemed, plus a “make-whole” premium, (ii) on and after May 1, 2022, all or part of the 7.000% Notes at specified redemption prices and (iii) prior to May 1, 2022, up to 40% of the aggregate principal amount of the 7.000% Notes with the net proceeds of certain equity offerings at a specified redemption price, in each case plus accrued and unpaid interest thereon to but excluding the redemption date.

The Notes will be offered and sold only to qualified institutional buyers pursuant to Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes have not been registered under the Securities Act of 1933 or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933 and applicable state laws.

This press release does not constitute an offer to sell or a solicitation of an offer to purchase the Notes or any other securities and does not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

#### About Expedia Group

Expedia Group (NASDAQ: EXPE) helps knock down the barriers to travel, making it easier, more enjoyable, more attainable and more accessible. We are here to bring the world within reach for customers and partners around the globe. We leverage our platform and technology capabilities across an extensive portfolio of businesses and brands to orchestrate the movement of people and the delivery of travel experiences on both a local and global basis. Our family of travel brands includes: Brand Expedia®, Hotels.com®, Expedia® Partner Solutions, Vrbo®, Egencia®, trivago®, HomeAway®, Orbitz®, Travelocity®, Hotwire®, Wotif®, ebookers®, CheapTickets®, Expedia Group™ Media Solutions, Expedia Local Expert®, CarRentals.com™, Expedia® CruiseShipCenters®, Classic Vacations®, Traveldoo®, VacationRentals.com and SilverRail™.

Forward Looking Statements. This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect current expectations and projections about future events, are based on currently available information and are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual results and the timing and outcome of events may differ materially from those expressed or implied in the forward-looking statements for a variety of reasons, including, among others: risks related to the ongoing global coronavirus (COVID-19) pandemic and the significant adverse global impact that it has had on the travel industry and our business; an increasingly competitive global environment, as well as other risks detailed in our public filings with the Securities and Exchange Commission (the “SEC”), including our annual report on Form 10-K for the year ended December 31, 2019 and our current report Form 8-K filed with the SEC on April 23, 2020. Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition and results of operations. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this press release may not in fact occur. Accordingly, you should not place undue reliance on those statements. We are not under any obligation, and do not intend, to publicly or otherwise update, review or revise any forward-looking statement or other statement in this document, whether as a result of new information, future events or otherwise, even if experience or future events make it clear that any expected results express or implied by these forward-looking statements will not be realized.

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