**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

1. Name and Address of Reporting Person  
Hart Eric M.  
C/O EXPEDIA GROUP, INC.  
1111 EXPEDIA GROUP WAY W.  
SEATTLE WA 98119

2. Issuer Name and Ticker or Trading Symbol  
Expedia Group, Inc. [ EXPE ]

3. Date of Earliest Transaction (Month/Day/Year)  
05/15/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)  
05/15/2020

5. Relationship of Reporting Person(s) to Issuer  
Director  
Officer (give title below)  
Chief Financial Officer

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</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>Common Stock</td>
<td>05/15/2020</td>
<td>M</td>
<td>253</td>
<td>A</td>
<td>$0.0000</td>
<td>5,727</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/15/2020</td>
<td>F</td>
<td>62</td>
<td>D</td>
<td>$64.37</td>
<td>5,665</td>
</tr>
</tbody>
</table>

**Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<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. 4)</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. 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>Options to Purchase Common Stock</td>
<td>$66.76</td>
<td>05/15/2020</td>
<td>A(1)</td>
<td>20,000</td>
<td>(1)</td>
<td>02/26/2022</td>
<td>Common Stock</td>
<td>20,000</td>
<td>(1)</td>
<td>20,000</td>
<td>D</td>
</tr>
<tr>
<td>Options to Purchase Common Stock</td>
<td>$78.52</td>
<td>05/15/2020</td>
<td>P(1)</td>
<td>20,000</td>
<td>02/26/2022</td>
<td>Common Stock</td>
<td>20,000</td>
<td>(1)</td>
<td>0.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.0000</td>
<td>05/15/2020</td>
<td>M</td>
<td>253</td>
<td>02/15/2023</td>
<td>Common Stock</td>
<td>253</td>
<td>$0.0000</td>
<td>2,792</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. In light of the ongoing impact of the COVID-19 pandemic, on May 15, 2020 the Compensation Committee of the Issuer's Board of Directors approved a one-year extension to the expiration date for all outstanding stock options held by employees with original expiration dates in 2021. Pursuant to SEC reporting rules, the two reported transactions therefore reflect the deemed cancellation of the “old” option and the grant of a replacement option. The option was originally granted on February 26, 2014 and is fully vested.

2. Date at which first vesting occurs is indicated. One-fourth of the total number of restricted stock units vests on February 15, 2020 and an additional one-sixteenth on the fifteenth day of the second month in each quarter thereafter until fully vested.

/s/ Michael S. Marron  
Attorney-in-fact  
05/19/2020  
**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 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.