

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q/A

Amendment No.1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2020

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the transition period from _____ to _____
Commission File Number: 001-37429**

EXPEDIA GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

20-2705720

(I.R.S. Employer Identification No.)

1111 Expedia Group Way W.

Seattle, WA 98119

(Address of principal executive office) (Zip Code)

(206) 481-7200

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No
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

The number of shares outstanding of each of the registrant's classes of common stock as of May 8, 2020 was:

Common stock, \$0.0001 par value per share	135,459,390 shares
Class B common stock, \$0.0001 par value per share	5,523,452 shares

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 on Form 10-Q/A (the “**Amendment**”) to the Quarterly Report on Form 10-Q of Expedia Group, Inc. (the “**Company**”) for the quarter ended March 31, 2020 that was filed with the Securities and Exchange Commission (the “**SEC**”) on May 21, 2020 (the “**Form 10-Q**”) is to add this Explanatory Note disclosing that, as previously disclosed in the Company’s Current Report on Form 8-K as filed with the SEC on April 23, 2020 (the “**Form 8-K**”) and in accordance with the SEC’s March 4, 2020 Order (Release No. 34-88318), as modified on March 25, 2020 (Release No. 34-88465) (the “**Order**”), the Company (i) is relying on the relief provided by the Order in connection with the filing of the Form 10-Q and (ii) was unable to file the Form 10-Q on its customary schedule because the Company’s operations and business experienced significant and unprecedented disruption due to conditions surrounding the COVID-19 pandemic, including temporary closure of the Company’s corporate headquarters and employees working remotely. As indicated above, the Company filed the Form 10-Q on May 21, 2020, which was within the permissible extended filing deadline pursuant to the Order and the estimated filing timeline in the Form 8-K.

In addition, Part II, Item 6 of the Form 10-Q is hereby amended and restated in its entirety. No other changes have been made to the Quarterly Report. This Amendment speaks as of the original filing date of the Quarterly Report, does not reflect events that may have occurred subsequent to the original filing date, and other than as set forth above, does not modify or update in any way disclosures made in the original Quarterly Report.

Part II. Item 6. Exhibits

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q/A.

Exhibit No.	Exhibit Description	Filed Herewith	Incorporated by Reference			
			Form	SEC File No.	Exhibit	Filing Date
3.1	Certificate of Designations with respect to Series A Preferred Stock		8-K	001-3749	3.1	5/5/2020
4.1	Investment Agreement by and between Expedia Group, Inc. and AP Fort Holdings, L.P., dated as of April 23, 2020		8-K	001-3749	4.1	4/23/2020
4.2	Investment Agreement by and between Expedia Group, Inc., SLP Fort Aggregator II, L.P. and SLP V Fort Holdings II, L.P., dated as of April 23, 2020		8-K	001-3749	4.2	4/23/2020
4.3	Indenture, dated as of May 5, 2020, among Expedia Group, Inc., the guarantors party thereto and U.S. Bank National Association relating to the 6.250% Notes		8-K	001-3749	4.1	5/5/2020
4.4	Indenture, dated as of May 5, 2020, among Expedia Group, Inc., the guarantors party thereto and U.S. Bank National Association relating to the 7.000% Notes		8-K	001-3749	4.2	5/5/2020
10.1	Amendment No. 1 to Second Amended and Restated Governance Agreement by and between Expedia Group, Inc. and Barry Diller, dated as of April 10, 2020		8-K	001-3749	10.1	4/10/2020
10.2	Restatement Agreement, dated as of May 4, 2020, among Expedia Group, Inc., the borrowing subsidiaries party thereto, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent and London agent		8-K	001-3749	10.1	5/5/2020
10.3	Registration Rights Agreement, dated as of May 5, 2020, by and among Expedia Group, Inc., AP Fort Holdings, L.P., SLP Fort Aggregator II, L.P. and SLP V Fort Holdings II, L.P.		8-K	001-3749	10.2	5/5/2020
10.4*	Performance Stock Unit Agreement between Peter Kern and Expedia Group, Inc., dated as of February 28, 2020		10-Q	001-3749	10.4	5/21/2020
22	List of Guarantor Subsidiaries of Expedia Group, Inc.		10-Q	001-3749	22	5/21/2020
31.1	Certification of the Chairman and Senior Executive pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		10-Q	001-3749	31.1	5/21/2020
31.2	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002		10-Q	001-3749	31.2	5/21/2020
31.3	Certification of the Chief Financial Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002		10-Q	001-3749	31.3	5/21/2020
31.4	Certification of the Chairman and Senior Executive pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.5	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.6	Certification of the Chief Financial Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of the Chairman and Senior Executive pursuant Section 906 of the Sarbanes-Oxley Act of 2002		10-Q	001-3749	32.1	5/21/2020
32.2	Certification of the Chief Executive Officer pursuant Section 906 of the Sarbanes-Oxley Act of 2002		10-Q	001-3749	32.2	5/21/2020
32.3	Certification of the Chief Financial Officer pursuant Section 906 of the Sarbanes-Oxley Act of 2002		10-Q	001-3749	32.3	5/21/2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)	X				

* Indicates a management contract or compensatory plan or agreement.

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.

June 4, 2020

Expedia Group, Inc.

By: _____ /s/ ERIC HART

Eric Hart
Chief Financial Officer

Certification

I, Barry Diller, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Expedia Group, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 4, 2020

/s/ BARRY DILLER

Barry Diller

Chairman and Senior Executive

Certification

I, Peter M. Kern, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Expedia Group, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 4, 2020

/s/ PETER M. KERN

Peter M. Kern

Vice Chairman and Chief Executive Officer

Certification

I, Eric Hart, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Expedia Group, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 4, 2020

/s/ ERIC HART

Eric Hart

Chief Financial Officer