

| OMB APPROVAL | |
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>Dzielak Robert J</u> (Last) (First) (Middle) <u>C/O EXPEDIA GROUP, INC.</u> <u>1111 EXPEDIA GROUP WAY W.</u> (Street) <u>SEATTLE WA 98119</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Expedia Group, Inc. [EXPE]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>Chief Legal Officer & Sec'y</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2020</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/11/2020 | | M | | 25,232 | A | \$65.75 | 57,895 | D | |
| Common Stock | 03/11/2020 | | S | | 700 ⁽¹⁾ | D | \$82.2943 ⁽²⁾ | 57,195 | D | |
| Common Stock | 03/11/2020 | | S | | 1,200 ⁽¹⁾ | D | \$78.4192 ⁽³⁾ | 55,995 | D | |
| Common Stock | 03/11/2020 | | S | | 3,120 ⁽¹⁾ | D | \$77.0064 ⁽⁴⁾ | 52,875 | D | |
| Common Stock | 03/11/2020 | | S | | 3,302 ⁽¹⁾ | D | \$79.5372 ⁽⁵⁾ | 49,573 | D | |
| Common Stock | 03/11/2020 | | S | | 4,517 ⁽¹⁾ | D | \$80.485 ⁽⁶⁾ | 45,056 | D | |
| Common Stock | 03/11/2020 | | S | | 4,603 ⁽¹⁾ | D | \$81.5415 ⁽⁷⁾ | 40,453 | D | |
| Common Stock | 03/11/2020 | | S | | 5,907 ⁽¹⁾ | D | \$76.237 ⁽⁸⁾ | 34,546 | D | |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|----------------------------|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | | Amount or Number of Shares |
| Options to Purchase Common Stock | \$65.75 | 03/11/2020 | | M | | 25,232 | 03/13/2014 ⁽⁹⁾ | 03/13/2020 | Common Stock | 25,232 | \$65.75 | 0.0000 | D | |

Explanation of Responses:

- The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Dzielak on August 14, 2019.
- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$82.09 to \$82.61. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$77.91 to \$78.76. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$76.72 to \$77.71. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$79.01 to \$79.95. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$80.02 to \$81.01. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$81.04 to \$82.01. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$75.72 to \$76.71. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- Date at which first vesting occurs is indicated. One-fourth of the total number of options to purchase the Company's common stock vests on the first vesting date and an additional one-fourth on each anniversary thereafter until fully vested.

/s/ Michael S. Marron,
Attorney-in-fact

03/12/2020

** 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).

** 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.

