

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Hart Eric M.</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Acting Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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			

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Stock Units	\$0.0000	02/28/2020		A		12,675		(1)	02/15/2023	Common Stock	12,675	\$0.0000	12,675	D	
Restricted Stock Units	\$0.0000	02/28/2020		A		12,674		02/15/2021 <sup>(2)</sup>	02/15/2024	Common Stock	12,674	\$0.0000	12,674	D	

**Explanation of Responses:**

1. Vesting of one-half these performance stock units ("PSUs") is dependent on the compound annual growth rate ("CAGR") of Expedia Group's common stock through a performance period ending on December 31, 2021 ("Tranche 1"), and vesting of the remaining one-half is dependent on the CAGR of Expedia Group's common stock through a performance period ending on December 31, 2022 ("Tranche 2"). The "target" number of PSUs is reported in each case. Between 50% and 150% of the target number of PSUs may vest on February 15, 2022 (with respect to Tranche 1) and on February 15, 2023 (with respect to Tranche 2), in each case assuming continued employment through the applicable date and with the vesting percentage based on the applicable CAGR.

2. Date at which first vesting occurs is indicated. One-fourth of the total number of restricted stock units vests on February 15, 2021 and an additional one-sixteenth on the on fifteenth day of the second month in each quarter thereafter until fully vested.

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

03/03/2020

\*\* 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.