

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>SLP V Fort Holdings I, L.P.</u> <hr/> (Last) (First) (Middle) C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/27/2020	3. Issuer Name and Ticker or Trading Symbol <u>Expedia Group, Inc. [ EXPE ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants <sup>(1)(2)</sup>	(3)	05/05/2030	Common Stock	4,200,000 <sup>(3)</sup>	72	I	Held through SLP V Fort Holdings I, L.P. <sup>(1)(2)</sup>

1. Name and Address of Reporting Person* <u>SLP V Fort Holdings I, L.P.</u> <hr/> (Last) (First) (Middle) C/O SILVER LAKE, 2775 SAND HILL ROAD, SUITE 100 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>SLP V Fort GP I, L.L.C.</u> <hr/> (Last) (First) (Middle) C/O SILVER LAKE 2775 SAND HILL ROAD, SUITE 100 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)
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**Explanation of Responses:**

1. The aggregate amount of Series A Preferred Stock, par value \$0.001 per share ("Series A Preferred Stock"), and warrants ("Warrants") to purchase shares of the common stock, par value \$0.0001 per share ("Common Stock") of Expedia Group Inc. (the "Issuer") held by Silver Lake Group, L.L.C. and/or its affiliates has not changed since the date of original acquisition, and is not changing now. As previously reported, on May 5, 2020, SLP Fort Aggregator II, L.P. ("SLP Aggregator") purchased the Warrants from the Issuer. This Form 3 is filed by SLP V Fort Holdings I, L.P. ("SLP Fort Holdings I") and SLP V Fort GP I, L.L.C. ("SLP Fort GP I") in connection with a contribution of the Warrants from SLP Aggregator to SLP Fort Holdings I, an entity wholly-owned by SLP Aggregator. Not included on this form are the 600,000 shares of Series A Preferred Stock originally purchased by SLP V Fort Holdings II, L.P., which SLP V Fort Holdings II, L.P. continues to hold.

2. SLP Fort GP I is the general partner of SLP Fort Holdings I. SLP Aggregator is the sole member of SLP Fort GP I. SLP V Aggregator GP, L.L.C. ("SLP Aggregator GP") is the general partner of SLP Aggregator. Silver Lake Technology Associates V, L.P. ("SLTA V") is the managing member of SLP Aggregator GP. SLTA V (GP), L.L.C. ("SLTA V GP") is the general partner of SLTA V. Silver Lake Group, L.L.C. ("SLG") is the managing member of SLTA V GP. Mr. Greg Mondre serves as a member of the board of directors of the Issuer and as a Co-CEO and Managing Member of SLG. Each of SLP Fort Holdings I and SLP Fort GP I may be deemed to be a director by deputization of the Issuer.

3. The Warrants are exercisable at any time, subject to receipt of any required approvals under applicable competition laws necessary in connection with the issuance of shares of Common Stock upon exercise. The Warrants are exercisable at an exercise price of \$72.00 per share, subject to certain customary anti-dilution adjustments provided under the Warrants, including for stock splits, reclassifications, combinations and dividends or distributions made by the Issuer on the Common Stock. The Warrants are exercisable solely on a net settlement basis.

**Remarks:**

The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. This filing shall not be deemed an admission that the Reporting Persons are beneficial owners of all securities covered by this filing for purposes of Section 16 of the Exchange Act or otherwise, or are subject to Section 16 of the Exchange Act, and each Reporting Person disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein, if any.

By: /s/ Andrew J. Schader,  
MD, GC of Silver Lake  
Group, L.L.C., MM of  
SLTA V (GP), L.L.C., GP  
of Silver Lake Technology  
Associates V, L.P., MM of 06/05/2020  
SLP V Aggregator GP,  
L.L.C., GP of SLP Fort  
Aggregator II, L.P., sole  
member of SLP V Fort GP  
I, L.L.C.

By: /s/ Andrew J. Schader,  
MD, GC of Silver Lake  
Group, L.L.C., MM of GP  
of Silver Lake Technology  
Associates V, L.P., MM of  
SLP V Aggregator GP, 06/05/2020  
L.L.C., GP of SLP Fort  
Aggregator II, L.P., SM of  
SLP V Fort GP I, L.L.C.,  
GP of SLP V Fort  
Holdings I, L.P.

\*\* 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 5 (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.**