# Part I Reporting Issuer

1. Issuer's name: Expedia Group, Inc. (as successor to Liberty Expedia Holdings, Inc.)
2. Issuer's employer identification number (EIN): 20-2705720
3. Name of contact for additional information: Michael Senno
4. Telephone No. of contact: ir@expedia.com
5. Email address of contact: ir@expedia.com
6. Number and street (or P.O. box if mail is not delivered to street address) of contact: 333 108th Avenue NE, Bellevue, WA 98004
7. City, town, or post office, state, and ZIP code of contact: Bellevue, WA 98004

# Part II Organizational Action

Date of action: July 26, 2019
Classification and description: LEXPE Series A Common Stock; LEXPE Series B Common Stock
CUSIP number: LEXEA, LEXEB
Serial number(s): 
Ticker symbol: 
Account number(s): 

14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action: See attached.

15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis: See attached.

16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates: See attached.
Part II  Organizational Action (continued)

17  List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See attached.

18  Can any resulting loss be recognized? ► See attached.

19  Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See attached.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► Frances Erskine

Date ► 8/13/19

Print your name ► Frances Erskine

Title ► SyP, TAX

Paid Preparer Use Only

Print/Type preparer's name
Doreen H. Cadieux
Preparer's signature
(Doreen H. Cadieux)
Date 8/6/2019
Check if self-employed
PTIN P00558714
Firm's name ► Deloitte Tax LLP
Firm's address ► 225 W Santa Clara Street, Suite 600, San Jose, CA 95113
Firm's EIN ► 86-1065772
Phone no. 408-704-4000

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054
Expedia Group, Inc. (as successor to Liberty Expedia Holdings, Inc.)
EIN 20-2705720
Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

Form 8937, Part II, Line 14

On July 26, 2019, Expedia Group, Inc. (the “Company”) acquired Liberty Expedia Holdings, Inc. (“LEXPE”) pursuant to the Agreement and Plan of Merger, dated as of April 15, 2019, as amended by Amendment No. 1 to Agreement and Plan of Merger, dated as of June 5, 2019 (the “Merger Agreement”). Pursuant to the Merger Agreement, LEMS I LLC, a wholly owned subsidiary of the Company (“Merger LLC”), caused LEMS II Inc., a wholly owned subsidiary of Merger LLC (“Merger Sub”), to merge with and into LEXPE (the “Merger”), with LEXPE surviving the Merger as a wholly owned subsidiary of Merger LLC. Immediately following the Merger, LEXPE (as the surviving corporation in the Merger) merged into Merger LLC (the “Upstream Merger”, and together with the Merger, the “Combination”), with Merger LLC surviving the Upstream Merger as a wholly owned subsidiary of the Company.

As a result of the Combination, each share of Series A common stock of LEXPE (“LEXPE Series A Common Stock”) and Series B common stock of LEXPE (“LEXPE Series B Common Stock” and, together with the LEXPE A Common Stock, the “LEXPE Common Stock”) issued and outstanding (except for shares held by LEXPE as treasury stock or held directly by the Company) was converted into the right to receive, in the aggregate, a number of shares of common stock of the Company (“Company Common Stock”) equal to the product of the total number of LEXPE Common Stock held by such holder multiplied by an exchange ratio equal to 0.36, with such product rounded up to the next whole share of Company Common Stock.

Other aspects of the Combination not discussed herein (e.g., stock options with respect to shares of LEXPE Common Stock, restricted stock awards with respect to shares of LEXPE Common Stock and restricted stock units with respect to shares of LEXPE Common Stock) do not affect the tax basis of a security required to be reported on Form 8937.

Form 8937, Part II, Line 15

The Combination is intended to qualify as a reorganization under section 368(a) of the Internal Revenue Code of 1986, as amended. Accordingly, LEXPE shareholders that receive Company Common Stock in exchange for LEXPE Common Stock generally will not recognize gain or loss, and the aggregate tax basis of the Company Common Stock received in the Combination will be the same as the aggregate tax basis of the LEXPE Common Stock surrendered in exchange therefor.

Form 8937, Part II, Line 16

LEXPE shareholders that acquired blocks of LEXPE Common Stock at different times or different prices should allocate the aggregate tax basis to the Company Common Stock received in a manner that reflects that, to the greatest extent possible, a share of Company Common Stock is received with respect to shares of LEXPE Common Stock acquired on the same date and at the same price. This allocation may result in some shares of Company Common Stock having split basis (and holding period) segments.

You should consult your tax advisors regarding the manner in which the aggregate tax basis should be allocated to particular shares of Company Common stock received.
Form 8937, Part II, Line 17
Sections 368(a), 354(a), 358(a), 358(b)

Form 8937, Part II, Line 18
LEXPE shareholders will not recognize any loss for U.S. federal income tax purposes on the receipt of Company Common Stock in exchange for LEXPE Common Stock.

Form 8937, Part II, Line 19
The relevant date for purposes of determining tax basis and related information is July 26, 2019, the date the Combination was effective. The corresponding tax year is the relevant tax year for determining such adjustment to basis.

Additional information regarding the Combination may be found in the proxy statement/prospectus filed by the Company and LEXPE with the Securities and Exchange Commission on June 21, 2019 (File No. 333-231164).

Disclaimer: The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any holder’s specific circumstances. Holders are urged to consult their own tax advisors regarding U.S. tax consequences of the Combination described herein and the impact to tax basis resulting from such Combination.