

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Expedia Group, Inc.

CIK: [1324424](#) | IRS No.: **202705720** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-37429** | Film No.: **201017229**
SIC: **4700** Transportation services

Mailing Address

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SEATTLE WA 98119

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SEATTLE WA 98119
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 7, 2020

EXPEDIA GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37429
(Commission
File Number)

20-2705720
(I.R.S. Employer
Identification No.)

1111 Expedia Group Way W.
Seattle, Washington 98119
(Address of Principal Executive Offices, and Zip Code)

(206) 481-7200
(Registrant's Telephone Number, Including Area Code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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, par value \$0.0001 per share	EXPE	The Nasdaq Global Select Market
Expedia Group, Inc. 2.500% Senior Notes due 2022	EXPE22	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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.

Item 8.01. Other Events.

Pricing of Notes

On July 7, 2020, Expedia Group, Inc. (“Expedia Group” or the “Company”), entered into an agreement which will result in the private placement of \$500 million of unsecured 3.600% senior notes due 2023 (the “2023 Notes”) and \$750 million of unsecured 4.625% senior notes due 2027 (the “2027 Notes” and, together with the 2023 Notes, the “Notes”) upon the terms of a preliminary private placement offering memorandum, dated as of July 7, 2020 (the “Offering Memorandum”). The 2023 Notes will be issued at a price of 99.922% of the aggregate principal amount. The 2027 Notes will be issued at a price of 99.997% of the aggregate principal amount. The Notes will be guaranteed by certain subsidiaries of Expedia Group. Expedia Group currently expects to use the net proceeds to redeem outstanding shares of its 9.5% Series A Preferred Stock after May 5, 2021, when the redemption premium is scheduled to decrease. Depending on business, liquidity and other trends or conditions, however, the Company may elect to use all or part of the proceeds for other general corporate purposes, which may include repaying, prepaying, redeeming or repurchasing other indebtedness in lieu of or pending such redemption. The private placement of the Notes is expected to close on July 14, 2020. The closing of the Notes offering is subject to customary closing conditions, and there can be no assurance that the issuance and sale of the Notes will be consummated.

On July 7, 2020, the Company issued a press release announcing the pricing of the private offering of the Notes. A copy of the Company’s press release is attached hereto as Exhibit 99.1, which is incorporated by reference herein.

The Notes will be offered and sold only to qualified institutional buyers pursuant to Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This report does not constitute an offer to sell or a solicitation for an offer to purchase the Notes or any other securities and does not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

Forward Looking Statements

This report, including the exhibits, contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. These forward-looking statements are based on assumptions that are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict, including the Risk Factors identified in the Company’s most recently filed annual report on Form 10-K, the Company’s most recently filed quarterly report on Form 10-Q for the quarter ended March 31, 2020 and Exhibit 99.2 to the Company’s Current Report on Form 8-K filed on April 23, 2020 (File No.: 20809410). The use of words such as “believe,” “estimate,” “expect” and “will,” or the negative of these terms or other similar expressions, among others, generally identify forward-looking statements. However, these words are not the exclusive means of identifying such statements. Unless required by law, the Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. However, readers should carefully review the reports and documents the Company files or furnishes from time to time with the Securities and Exchange Commission, particularly its annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated July 7, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

EXPEDIA GROUP, INC.

Dated: July 8, 2020

By: /s/ Robert J. Dzielak

Robert J. Dzielak

Chief Legal Officer and Secretary



Expedia Group, Inc. Announces Pricing of Private Offering of Senior Notes

SEATTLE, Washington – July 7, 2020 – Expedia Group, Inc. (“Expedia Group” or the “Company”) today announced that it has agreed to sell \$500 million aggregate principal amount of unsecured 3.600% senior notes due 2023 (the “2023 Notes”) and \$750 million aggregate principal amount of unsecured 4.625% senior notes due 2027 (the “2027 Notes” and, together with the 2023 Notes, the “Notes”) in a private offering. The 2023 Notes will be issued at a price of 99.922% of the aggregate principal amount. The 2027 Notes will be issued at a price of 99.997% of the aggregate principal amount. The Notes will be guaranteed by certain subsidiaries of Expedia Group.

In light of attractive market conditions, the Company is opportunistically pursuing ways to optimize its capital structure and reduce its cost of capital. Expedia Group currently expects to use the net proceeds to redeem outstanding shares of its 9.5% Series A Preferred Stock after May 5, 2021, when the redemption premium is scheduled to decrease. Depending on business, liquidity and other trends or conditions, however, the Company may elect to use all or part of the proceeds for other general corporate purposes, which may include repaying, prepaying, redeeming or repurchasing other indebtedness in lieu of or pending such redemption. The private offering of the Notes is expected to close on July 14, 2020. The closing of the Notes offering is subject to customary closing conditions, and there can be no assurance that the issuance and sale of the Notes will be consummated.

The Notes will be offered and sold only to qualified institutional buyers pursuant to Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release does not constitute an offer to sell or a solicitation of an offer to purchase the Notes or any other securities and does not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect current expectations and projections about future events, are based on currently available information and are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual results and the timing and outcome of events may differ materially from those expressed or implied in the forward-looking statements for a variety of reasons, including, among others: risks related to the ongoing global coronavirus (COVID-19) pandemic and the significant adverse global impact that it has had on the travel industry and our business; an increasingly competitive global environment, as well as other risks detailed in our public filings with the SEC, including our annual report on Form 10-K for the year ended December 31, 2019, our quarterly report on Form 10-Q for the three months ended March 31, 2020 and Exhibit 99.2 to our Current Report on Form 8-K filed with the SEC on April 23, 2020 (File No.: 20809410). Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition and results of operations. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this press release may not in fact occur. Accordingly, you should not place undue reliance on those statements. We are not under any obligation, and do not intend, to publicly or otherwise update, review or revise any forward-looking statement or other statement in this document, whether as a result of new information, future events or otherwise, even if experience or future events make it clear that any expected results express or implied by these forward-looking statements will not be realized.

About Expedia Group

Expedia Group (NASDAQ: EXPE) helps knock down the barriers to travel, making it easier, more enjoyable, more attainable and more accessible. We are here to bring the world within reach for customers and partners around the globe. We leverage our platform and technology capabilities across an extensive portfolio of businesses and brands to orchestrate the movement of people and the delivery of travel experiences on both a local and global basis. Our family of travel brands includes: Brand Expedia®, Hotels.com®, Expedia® Partner Solutions, Vrbo®, Egencia®, trivago®, Orbitz®, Travelocity®, Hotwire®, Wotif®, ebookers®, CheapTickets®, Expedia Group™ Media Solutions, Expedia Local Expert®, CarRentals.com™, Expedia® CruiseShipCenters®, Classic Vacations®, Trivago®, VacationRentals.com and SilverRail™.

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Entity Information [Line Items]

<u>Document Type</u>	8-K
<u>Amendment Flag</u>	false
<u>Document Period End Date</u>	Jul. 07, 2020
<u>Entity File Number</u>	001-37429
<u>Entity Registrant Name</u>	EXPEDIA GROUP, INC.
<u>Entity Central Index Key</u>	0001324424
<u>Entity Tax Identification Number</u>	20-2705720
<u>Entity Incorporation, State or Country Code</u>	DE
<u>Entity Address, Address Line One</u>	1111 Expedia Group Way W.
<u>Entity Address, City or Town</u>	Seattle
<u>Entity Address, State or Province</u>	WA
<u>Entity Address, Postal Zip Code</u>	98119
<u>City Area Code</u>	206
<u>Local Phone Number</u>	481-7200
<u>Written Communications</u>	false
<u>Soliciting Material</u>	false
<u>Pre-commencement Tender Offer</u>	false
<u>Pre-commencement Issuer Tender Offer</u>	false
<u>Entity Emerging Growth Company</u>	false
<u>Common Stock [Member] NASDAQ/NGS (GLOBAL SELECT MARKET) [Member]</u>	

Entity Information [Line Items]

<u>Title of 12(b) Security</u>	Common Stock, par value \$0.0001 per share
<u>Trading Symbol</u>	EXPE
<u>Security Exchange Name</u>	NASDAQ
<u>Senior Notes 2. 500 Percent Due 2022 [Member] NEW YORK STOCK EXCHANGE, INC. [Member]</u>	

Entity Information [Line Items]

<u>Title of 12(b) Security</u>	Expedia Group, Inc. 2.500% Senior Notes due 2022
<u>Trading Symbol</u>	EXPE22
<u>Security Exchange Name</u>	NYSE

