

**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): **October 10, 2013**

LIBERTY INTERACTIVE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-33982
(Commission
File Number)

84-1288730
(I.R.S. Employer
Identification No.)

12300 Liberty Blvd.
Englewood, Colorado 80112
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(720) 875-5300**

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 (see General Instruction A.2. below):

- Written communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

Liberty Press Release

On October 10, 2013, Liberty Interactive Corporation ("Liberty") issued a press release (the "Liberty Press Release") announcing, among other things, that its board of directors had authorized management to pursue (1) a plan to recapitalize (the "Recapitalization") its Liberty Interactive common stock into shares of the corresponding series of two new tracking stocks, Liberty Digital Commerce and QVC Group (currently named Liberty Interactive), and (2) a plan to spin-off to holders of its Liberty Ventures common stock shares of a new publicly-traded company, which would be comprised of, among other things, Liberty's interest in TripAdvisor, Inc. as well as Liberty's BuySeasons business. The portions of the Liberty Press Release that contain information regarding the proposed Recapitalization are being filed herewith as Exhibit 99.2 to this Current Report on Form 8-K in compliance with Rule 425 of the Securities Act of 1933, as amended (the "Securities Act"), and are hereby incorporated by reference into this Item 8.01.

QVC Press Release Regarding the Recapitalization

Also on October 10, 2013, QVC, Inc. ("QVC") issued a press release (the "QVC Press Release") regarding the proposed Recapitalization. The QVC Press Release is being filed herewith as Exhibit 99.3 to this Current Report on Form 8-K in compliance with Rule 425 of the Securities Act and is hereby incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Name</u>
99.1	Press Release issued by Liberty, dated October 10, 2013
99.2	Excerpts of the Liberty Press Release relating to the proposed recapitalization
99.3	Press Release issued by QVC, dated October 10, 2013

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIBERTY INTERACTIVE CORPORATION

By: /s/ Wade Haufschild
Name: Wade Haufschild
Title: Vice President

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Name</u>
99.1	Press Release issued by Liberty, dated October 10, 2013
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99.3	Press Release issued by QVC, dated October 10, 2013

**LIBERTY INTERACTIVE CORPORATION ANNOUNCES
NEW QVC GROUP AND LIBERTY DIGITAL COMMERCE TRACKERS, LIBERTY TRIPADVISOR HOLDINGS SPIN,
AND LINTA BUYBACK RESULTS**

Englewood, Colo, October 10 - Liberty Interactive Corporation ("Liberty") (Nasdaq: LINTA, LINTB, LVNTA, LVNTB) today announced the following:

Attributed to Liberty Interactive:

- Plan to recapitalize its Liberty Interactive Group tracking stock into two tracking stocks — QVC Group tracking stock (currently Liberty Interactive) and Liberty Digital Commerce Group tracking stock
- Repurchased \$206 million of LINTA shares from August 1 to October 4

Attributed to Liberty Ventures:

- Plan to spin off Liberty's ownership interest in TripAdvisor and its BuySeasons business into a new publicly-traded company called Liberty TripAdvisor Holdings

Liberty Interactive Group

Recapitalization

Liberty announced that its board has authorized management to pursue a plan to recapitalize its Liberty Interactive Group tracking stock into two new tracking stocks, one (currently the Liberty Interactive common stock) to be renamed the QVC Group common stock and the other to be designated as the Liberty Digital Commerce common stock. In the recapitalization, record holders of Series A and Series B Liberty Interactive common stock would receive 1 share of the corresponding series of Liberty Digital Commerce common stock for each 10 shares of the renamed QVC Group common stock held by them as of the effective date. Liberty intends to attribute to the Liberty Digital Commerce Group its subsidiaries Provide Commerce, Backcountry.com, Bodybuilding.com, CommerceHub, Right Start, and Evite along with cash and certain liabilities. The QVC Group, which is currently known as the Liberty Interactive Group, would have attributed to it Liberty's subsidiary QVC, Inc. and its approximate 38% interest in HSN, Inc., along with cash and certain liabilities. Liberty expects that the Series A and Series B Liberty Digital Commerce common stock will trade under the symbols "LDCA" and "LDCB" and that the Series A and Series B QVC Group common stock will trade under the symbols "QVCA" and "QVCB," in each case, on the Nasdaq Stock Market.

The recapitalization will be subject to various conditions, including the requisite approval of the holders of Liberty Interactive common stock and Liberty Ventures common stock at a stockholders' meeting and the receipt of the opinion of tax counsel. Subject to the satisfaction of these conditions, the recapitalization is expected to occur in the first half of 2014.

Share Repurchases

From August 1, 2013 through October 4, 2013, Liberty repurchased approximately 8.8 million shares of Series A Liberty Interactive common stock at an average cost per share of \$23.47 for

total cash consideration of \$206 million. Since the creation of the Liberty Interactive Group tracking stock in May 2006, Liberty has repurchased approximately 215 million shares at an average cost per share of \$19.50 for aggregate cash consideration of \$4.2 billion. These repurchases represent approximately 30.7% of the shares outstanding at the time of the creation of the Liberty Interactive Group tracking stock. All repurchases up to August 9, 2012, the date on which the Liberty Interactive Group tracking stock was recapitalized to create the Liberty Ventures Group tracking stock, were comprised of shares of the combined stocks. The total remaining repurchase authorization for Liberty Interactive Group tracking stock is approximately \$503 million.

Liberty Ventures Group

Liberty announced that its board has also authorized management to pursue a plan to spin-off to holders of its Liberty Ventures Group tracking stock shares of a newly formed company to be called Liberty TripAdvisor Holdings ("Trip Holdings"). Trip Holdings would be comprised of, among other things, Liberty's 22% economic and 57% voting interest in TripAdvisor, as well as Liberty's BuySeasons business, which is currently a part of Liberty's subsidiary Celebrate Interactive, LLC ("Celebrate Interactive"). BuySeasons would be reattributed from the Liberty Interactive Group to the Liberty Ventures Group prior to the spin-off and cash equal to the fair market value of BuySeasons would be reattributed from the Liberty Ventures Group to the Liberty Interactive Group. The Evite business, also currently a part of Celebrate Interactive, would remain at Liberty attributed to the Liberty Interactive Group (or, assuming the completion of the recapitalization, the new Liberty Digital Commerce Group). In the spin-off, record holders of Series A and Series B Liberty Ventures common stock would receive 1 share of the corresponding series of Trip Holdings common stock for each share of the Liberty Ventures common stock held by them as of a to-be-determined record date.

The spin-off is intended to be tax-free to stockholders of Liberty and its completion will be subject to various conditions, including the receipt of an IRS private letter ruling and an opinion of tax counsel. Subject to the satisfaction of these conditions, the completion of the spin-off is expected to occur in the first half of 2014.

About Liberty Interactive Corporation

Liberty Interactive Corporation operates and owns interests in a broad range of digital commerce businesses. Those interests are currently attributed to two tracking stock groups: Liberty Interactive Group and Liberty Ventures Group. The Liberty Interactive Group (Nasdaq: LINTA, LINTB) is primarily focused on digital commerce and consists of Liberty Interactive Corporation's subsidiaries QVC, Provide Commerce, Backcountry.com, Bodybuilding.com, Celebrate Interactive, CommerceHub and its interest in HSN. The businesses and assets attributed to the Liberty Ventures Group (Nasdaq: LVNTA, LVNTB) consists of all of Liberty Interactive Corporation's businesses and assets other than those attributed to the Liberty Interactive Group and include its subsidiary TripAdvisor, its interest in Expedia, and minority interests in Time Warner and Time Warner Cable.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the proposed new tracking stock, the proposed spin-off and other matters that are not historical facts. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially

from those expressed or implied by such statements, including, without limitation, the satisfaction of conditions to the proposed new tracking stock and the proposed spin-off. These forward looking statements speak only as of the date of this press release, and Liberty expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in Liberty's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of Liberty, including the most recent Form 10-K and Forms 10-Q, for

additional information about Liberty and about the risks and uncertainties related to Liberty's business which may affect the statements made in this press release.

Additional Information

Nothing in this press release shall constitute a solicitation to buy or an offer to sell shares of Liberty's proposed new tracking stock or Liberty's existing common stock. The offer and sale of shares of the proposed new tracking stock will only be made pursuant to an effective registration statement. Liberty stockholders and other investors are urged to read the registration statement to be filed with the SEC, including the proxy statement/prospectus to be contained therein, because they will contain important information about the issuance of shares of the proposed tracking stock. Copies of Liberty's SEC filings are available free of charge at the SEC's website (<http://www.sec.gov>). Copies of the filings together with the materials incorporated by reference therein will also be available, without charge, by directing a request to Liberty Interactive Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112, Attention: Investor Relations, Telephone: (720) 875-5408.

Participants in a Solicitation

The directors and executive officers of Liberty and other persons may be deemed to be participants in the solicitation of proxies in respect of proposals relating to the approval of the issuance of the new tracking stock. Information regarding the directors and executive officers of Liberty and other participants in the proxy solicitation and a description of their respective direct and indirect interests, by security holdings or otherwise, will be available in the proxy materials to be filed with the SEC.

Liberty Interactive Corporation
Courtnee Ulrich, 720-875-5420

Filed by Liberty Interactive Corporation pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-6(b) of the Securities Exchange Act of 1934

Subject Company: Liberty Interactive Corporation
Commission File No.: 001-33982

Excerpts from Liberty Interactive Corporation Press Release, dated October 10, 2013

Englewood, Colo, October 10 - Liberty Interactive Corporation ("Liberty") (Nasdaq: LINTA, LINTB, LVNTA, LVNTB) today announced the following:

Attributed to Liberty Interactive:

- Plan to recapitalize its Liberty Interactive Group tracking stock into two tracking stocks — QVC Group tracking stock (currently Liberty Interactive) and Liberty Digital Commerce Group tracking stock

Liberty Interactive Group

Recapitalization

Liberty announced that its board has authorized management to pursue a plan to recapitalize its Liberty Interactive Group tracking stock into two new tracking stocks, one (currently the Liberty Interactive common stock) to be renamed the QVC Group common stock and the other to be designated as the Liberty Digital Commerce common stock. In the recapitalization, record holders of Series A and Series B Liberty Interactive common stock would receive 1 share of the corresponding series of Liberty Digital Commerce common stock for each 10 shares of the renamed QVC Group common stock held by them as of the effective date. Liberty intends to attribute to the Liberty Digital Commerce Group its subsidiaries Provide Commerce, Backcountry.com, Bodybuilding.com, CommerceHub, Right Start, and Evite along with cash and certain liabilities. The QVC Group, which is currently known as the Liberty Interactive Group, would have attributed to it Liberty's subsidiary QVC, Inc. and its approximate 38% interest in HSN, Inc., along with cash and certain liabilities. Liberty expects that the Series A and Series B Liberty Digital Commerce common stock will trade under the symbols "LDCA" and "LDCB" and that the Series A and Series B QVC Group common stock will trade under the symbols "QVCA" and "QVCB," in each case, on the Nasdaq Stock Market.

The recapitalization will be subject to various conditions, including the requisite approval of the holders of Liberty Interactive common stock and Liberty Ventures common stock at a stockholders' meeting and the receipt of the opinion of tax counsel. Subject to the satisfaction of these conditions, the recapitalization is expected to occur in the first half of 2014.

Forward Looking Statements

The foregoing press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the proposed new tracking stock and other matters that are not historical facts. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, the satisfaction of conditions to the proposed new tracking stock. These forward looking statements speak only as of the date of the press release, and Liberty expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in Liberty's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of Liberty, including the most recent Form 10-K and Forms 10-Q, for additional information about Liberty and about the risks and uncertainties related to Liberty's business which may affect the statements made in the press release.

Additional Information

Nothing in this announcement shall constitute a solicitation to buy or an offer to sell shares of Liberty Interactive's proposed new tracking stock or Liberty Interactive's existing common stock. The offer and sale of

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shares of the proposed tracking stock will only be made pursuant to an effective registration statement. Liberty Interactive stockholders and other investors are urged to read the registration statement to be filed with the SEC, including the proxy statement/prospectus to be contained therein, because they will contain important information about the issuance of shares of the proposed tracking stock. Copies of Liberty Interactive's SEC filings are available free of charge at the SEC's website (<http://www.sec.gov>). Copies of the filings together with the materials incorporated by reference therein will also be available, without charge, by directing a request to Liberty Interactive Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112, Attention: Investor Relations, Telephone: (720) 875-5408.

Participants in a Solicitation

The directors and executive officers of Liberty Interactive and other persons may be deemed to be participants in the solicitation of proxies in respect of proposals relating to the approval of the issuance of the new tracking stock. Information regarding the directors and executive officers of Liberty Interactive and other participants in the proxy solicitation and a description of their respective direct and indirect interests, by security holdings or otherwise, will be available in the proxy materials to be filed with the SEC.

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**QVC GROUP TO BE LAUNCHED AS NEW TRACKING STOCK
OF LIBERTY INTERACTIVE CORPORATION**

*QVC Group Series A and Series B Common Stock Will Trade Under the
Symbols "QVCA" and "QVCB" on the Nasdaq Stock Market in 2014*

West Chester, PA, Oct. 10, 2013 — Liberty Interactive Corporation ("Liberty") (Nasdaq: LINTA, LINTB, LVNTA, LVNTB) announced today that it plans to create a QVC Group tracking stock as part of a recapitalization of the Liberty Interactive Group tracking stock.

The QVC Group class of common stock will track the value of QVC, Inc. and Liberty's approximate 38% interest in HSN, Inc., along with cash and certain liabilities. The QVC Group tracking stock is intended to provide greater clarity regarding QVC's strong operating metrics, such as its leadership in mobile commerce and pioneering efforts in establishing social shopping platforms for its customers. The other assets and liabilities that currently comprise the Liberty Interactive tracking stock, including Liberty's e-commerce companies (such as Provide Commerce, Backcountry.com and Bodybuilding.com), will be attributed to a new Liberty Digital Commerce tracking stock. In the recapitalization, holders of Liberty Interactive Group tracking stock will receive a distribution of the new Liberty Digital Commerce tracking stock, and the name of the Liberty Interactive Group tracking stock will be changed to the QVC Group tracking stock. The recapitalization is subject to various conditions, including the receipt of the requisite stockholder approvals and the receipt of the opinion of tax counsel.

"As the global leader in video and e-commerce, QVC is defining the future of retail at a time of significant industry change," said Mike George, President & CEO of QVC, Inc. "Our leading e-commerce and mobile platforms enable us to deepen relationships with our customers, who are among the most loyal in retail, while engaging new customers as well. Our ability to connect with customers across multiple platforms and around the world enables us to deliver positive and consistent financial results."

According to the just-released 2014 "Internet Retailer Mobile 500," QVC is the third largest mobile commerce player (up from number five on the 2013 list) and is number two among all multi-category retailers, behind only Amazon.com.

"QVC maintains industry-leading margins and executes disciplined capital spending to help further drive bottom-line growth," said George. "As we continue to execute on our growth initiatives, this new tracking stock will offer investors increased visibility into QVC's performance, and allow QVC to more directly create value for our shareholders."

Mike George will present at Liberty's Annual Investor Conference today, and will provide an update on the company's recent business activity, operational highlights and financial performance. A live audio cast of the presentation will be available to the public on the Liberty Interactive Corporation IR site: <http://ir.libertyinteractive.com/events.cfm>.

ABOUT QVC

QVC, Inc., a wholly owned subsidiary of Liberty Interactive Corporation (NASDAQ:LINTA), is the world's leading video and ecommerce retailer. QVC is committed to providing its customers with thousands of the most innovative and contemporary beauty, fashion, jewelry and home products. Its programming is distributed to approximately 290 million homes worldwide through operations in the U.S., Japan, Germany, United Kingdom, Italy and a joint venture in China. West Chester, Pa.-based QVC has shipped more than a billion packages in its 26-year history and the company's website, QVC.com, is ranked among the top general merchant Internet sites. QVC, Q, and the Q Ribbon Logo are registered service marks of ER Marks, Inc.

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FORWARD-LOOKING STATEMENTS

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Additional Information

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CONTACT:
Paul Capelli
QVC, Inc.

