

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

SCHEDULE TO

AMENDMENT NO. 6
(RULE 14D-100)

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

zulily, inc.
(Name of Subject Company)

MOCHA MERGER SUB, INC.
(Offeror)

LIBERTY INTERACTIVE CORPORATION
(Parent of Offeror)
(Names of Filing Persons)

CLASS A COMMON STOCK, \$0.0001 PAR VALUE
(Title of Class of Securities)

989774104
(CUSIP Number of Class of Securities)

CLASS B COMMON STOCK, \$0.0001 PAR VALUE
(Title of Class of Securities)

989774203
(CUSIP Number of Class of Securities)

Richard N. Baer
Senior Vice President and General Counsel
Liberty Interactive Corporation
12300 Liberty Boulevard
Englewood, Colorado 80112
(720) 875-5300

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copy to:
Robert W. Murray, Jr.
Renee Wilm
Jonathan Gordon
Baker Botts L.L.P.
30 Rockefeller Plaza
New York, New York 10112
(212) 408-2500

CALCULATION OF FILING FEE

Transaction Valuation(1)
\$1,161,004,518.96

Amount of Filing Fee(2)
\$134,908.73

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), based on (a) the product of (i) \$17.76, which represents the average of the high and low sales prices of zulily, inc. ("zulily") Class A common stock as reported on the Nasdaq Global Select Market on August 28, 2015 and (ii) 138,544,692, which represents the number of shares of zulily Class A common stock and Class B common stock outstanding as of August 28, 2015, plus the aggregate number of shares of zulily Class A common stock and Class B common stock issuable upon exercise and conversion of all outstanding stock options and restricted stock units as of such date minus (b) \$1,298,856,487.50, the estimated minimum aggregate amount of cash to be paid by Liberty Interactive in the exchange offer and subsequent merger.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Exchange Act of 1934 equals 0.0001162 multiplied by the transaction valuation.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$134,908.73
Form or Registration No.: Form S-4

Filing Party: Liberty Interactive Corporation
Date Filed: September 1, 2015

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 6 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (as amended from time to time, the “Schedule TO”) filed by Liberty Interactive Corporation, a Delaware corporation (“Liberty Interactive”), and Mocha Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Liberty Interactive (“Purchaser”) with the Securities and Exchange Commission (the “SEC”) on September 1, 2015, as amended by Amendment No. 1 to the Schedule TO filed with the SEC on September 11, 2015, Amendment No. 2 to the Schedule TO filed with the SEC on September 17, 2015, Amendment No. 3 to the Schedule TO filed with the SEC on September 21, 2015, Amendment No. 4. to the Schedule TO filed with the SEC on September 23, 2015 and Amendment No. 5 to the Schedule TO filed with the SEC on September 24, 2015. The Schedule TO relates to the offer (the “Offer”) by Purchaser to exchange each issued and outstanding share of common stock of zulily, inc., a Delaware corporation (“zulily”), for consideration (the “Offer Consideration”) consisting of:

- \$9.375 in cash, without interest, and
- 0.3098 of a share of Series A QVC Group common stock of Liberty Interactive, par value \$0.01 per share,

subject to the terms and conditions described in the Prospectus/Offer to Exchange (as defined below) and the related Letter of Transmittal (as defined below). Capitalized terms used not but not otherwise defined herein have the meanings ascribed to such terms in the Schedule TO and the related exhibits incorporated therein by reference.

The Offer was made pursuant to an Agreement and Plan of Reorganization, dated as of August 16, 2015 (as it may be amended from time to time, the “Reorganization Agreement”), by and among Liberty Interactive, Purchaser, Ziggy Merger Sub, LLC, a Delaware limited liability company and a direct wholly owned merger subsidiary of Liberty Interactive (“Merger Sub 2”), and zulily, which contemplates the Offer and the subsequent merger of Purchaser with and into zulily (the “first merger”) with zulily surviving. In the first merger, which is expected to occur on the same day the Offer is consummated, each outstanding share of zulily common stock that Purchaser did not acquire in the Offer, other than those shares held by Liberty Interactive, Purchaser, Merger Sub 2 or zulily, or stockholders of zulily who properly demand appraisal in accordance with Delaware law (and who do not fail to perfect or otherwise effectively withdraw their demand or otherwise waive or lose their right to appraisal), will automatically be converted into the Offer Consideration. Immediately after the first merger, (i) zulily will become a wholly owned subsidiary of Liberty Interactive, and the former zulily stockholders will no longer have any direct ownership interest in zulily or its business and (ii) zulily will merge with and into Merger Sub 2 (the “second merger”). Merger Sub 2 will survive and be renamed “zulily, llc.” The first merger and the second merger are referred to together as the “mergers.”

On September 1, 2015, Liberty Interactive filed with the SEC a registration statement on Form S-4, as amended on September 23, 2015 (as amended from time to time, the “Registration Statement”) relating to the shares of Liberty Interactive Series A QVC Group common stock to be issued to zulily stockholders and holders of stock options and restricted stock units in the Offer and the mergers. The Registration Statement was declared effective by the SEC on September 23, 2015. The terms and conditions of the Offer and the mergers are described in the Prospectus/Offer to Exchange, which is a part of the Registration Statement (as amended from time to time, the “Prospectus/Offer to Exchange”), and the related letter of transmittal (as it may be amended from time to time, the “Letter of Transmittal”), which are filed as Exhibits (a)(4) and (a)(1)(A) hereto, respectively.

Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus/Offer to Exchange and the Letter of Transmittal, including any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by Liberty Interactive or Purchaser, is hereby expressly incorporated into this Schedule TO by reference in response to Items 1 through 11 of this Schedule TO and is supplemented by the information specifically provided for in this Schedule TO. The Reorganization Agreement, a copy of which is filed as Exhibit (d)(1) hereto, is incorporated into this Schedule TO by reference.

Items 1 through 11.

Items 1 through 9 and 11 are hereby amended and supplemented by adding the following text thereto:

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At 12:00 midnight (one minute after 11:59 p.m.), Eastern Time, on September 30, 2015 (the “Expiration”), the Offer expired as scheduled and was not further extended. Purchaser was advised by the depository for the exchange offer that as of the Expiration, a total of 38,767,541 shares of zulily Class A common stock and 55,871,136 shares of zulily Class B common stock were validly tendered into and not validly withdrawn from the Offer, representing in the aggregate more than a majority of the voting power of zulily’s common stock outstanding as of the Expiration. The zulily shares validly tendered and not validly withdrawn pursuant to the Offer satisfied the Minimum Tender Condition (as defined in the Prospectus/Offer to Exchange). All conditions to the Offer having been satisfied, Purchaser irrevocably accepted for payment all zulily shares that were validly tendered into and not validly withdrawn from the Offer. The Purchaser has deposited with the depository the Offer Consideration, consisting of \$9.375 in cash, without interest, and 0.3098 of a share of Series A QVC Group common stock of Liberty Interactive, for each such accepted zulily share. Payment of such Offer Consideration has commenced.

Following the consummation of the Offer, Liberty Interactive and Purchaser completed the acquisition of zulily pursuant to the terms of the Reorganization Agreement, through the first merger and the second merger. In accordance with the Reorganization Agreement, Merger Sub 2 survived and has been renamed “zulily, llc.”

Following consummation of the mergers, zulily requested that the Nasdaq Global Select Market remove the zulily shares from listing on Nasdaq. Nasdaq filed a Notification of Removal from Listing and/or Registration under Section 12(b) of the Exchange Act and the regulations thereunder. The parties intend to take steps to cause the termination of the registration of zulily shares under the Exchange Act and suspend all of zulily’s reporting obligations under the Exchange Act as promptly as practicable.

On October 1, 2015, Liberty Interactive issued a press release announcing the expiration and results of the Offer and a second press release announcing the consummation of the mergers. The full text of each press release is attached as Exhibit (a)(5)(L) and (a)(5)(M) to the Schedule TO and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is amended and supplemented by adding the following exhibit:

(a)(5)(L) Press release issued by Liberty Interactive and zulily, inc., dated October 1, 2015

(a)(5)(M) Press release issued by Liberty Interactive, dated October 1, 2015.

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SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 1, 2015

MOCHA MERGER SUB, INC.

By: /s/ Richard N. Baer
Name: Richard N. Baer
Title: Senior Vice President and General Counsel

LIBERTY INTERACTIVE CORPORATION

By: /s/ Richard N. Baer
Name: Richard N. Baer
Title: Senior Vice President and General Counsel

Liberty Interactive and zulily Announce Completion of Exchange Offer, Acceptance of Tendered zulily Shares and Expected Completion of zulily Acquisition

ENGLEWOOD, CO and SEATTLE, WA, October 1, 2015 — Liberty Interactive Corporation (“Liberty Interactive”) (Nasdaq: QVCA, QVCB, LVNTA, LVNTB) and zulily, inc. (“zulily”) (Nasdaq: ZU) announced today that Liberty Interactive has completed its previously announced exchange offer for all of the issued and outstanding shares of zulily common stock and that it has irrevocably accepted, and expects to promptly pay for, all zulily shares that were validly tendered into and not validly withdrawn from the exchange offer, which expired at 12:00 midnight (one minute after 11:59 p.m.), Eastern Time, on September 30, 2015. Additional information regarding the exchange offer is set forth below.

Liberty Interactive will complete the acquisition of zulily later this morning by acquiring all remaining shares of zulily through a second-step merger of Liberty Interactive’s subsidiary Mocha Merger Sub, Inc. with and into zulily, with zulily surviving, followed by the merger of the surviving corporation with and into a wholly owned limited liability company subsidiary of Liberty Interactive, with such subsidiary surviving, all as previously announced. Additional information regarding these merger transactions is set forth below. As a result of the completion of transactions described herein, shares of zulily common stock will no longer trade on Nasdaq.

Liberty Interactive expects to issue approximately 38.5 million shares of its Series A QVC Group common stock to former holders of zulily common stock as a result of the exchange offer and merger transactions.

It is anticipated that the acquisition of zulily will further strengthen the leadership position of Liberty Interactive’s QVC Group (to which zulily will be attributed) in experiential, discovery driven shopping. zulily is an online retailer offering customers a fresh selection of new product styles each day.

“We’re very excited to have zulily join and enhance the QVC family,” said Greg Maffei, Liberty Interactive President and CEO. “QVC and zulily are the leaders in discovery-based shopping on televisions and the internet, from phones to PCs to mobile devices.”

“zulily and QVC are both leading discovery-based e-commerce brands and coming together under one roof creates new opportunities to enhance the customer experience, strengthen our digital platforms, introduce new inspirations and products, and bring value to all of our stakeholders,” said Mike George, President and CEO, QVC, Inc. “I am excited to welcome the talented and passionate zulily team to the QVC family and look forward to working together as we transform the way we serve our customers well into the future.”

“We are excited to officially join the QVC family today,” said Darrell Cavens, CEO of zulily. “zulily shares many of the same values as QVC including an obsessive focus on building an amazing customer experience. We’re extremely excited by the opportunity to learn from each other and build both of our brands into the leading commerce company for discovery and entertainment.”

As previously reported, zulily will remain based in Seattle and will continue to be run by its talented management team, with Darrell Cavens remaining CEO of zulily. In connection with the acquisition of zulily, Mike George, the President and CEO of QVC and a director of Liberty Interactive, will be appointed to the Executive Committee of the Liberty Interactive Board of Directors and will serve on that committee with John Malone and Greg Maffei. Darrell Cavens will report directly to Mike George and the other members of the Executive Committee. In addition, zulily co-founder Mark Vadon will be appointed to the Liberty Interactive Board of Directors in connection with the completion of the acquisition.

Exchange Offer Information

Liberty Interactive’s exchange offer for all of the issued and outstanding shares of zulily Class A common stock and Class B common stock expired at 12:00 midnight (one minute after 11:59 p.m.), Eastern Time, on September 30, 2015. Pursuant to the terms of the exchange offer, each share of zulily Class A common stock and Class B common stock accepted for purchase pursuant to the exchange offer will receive \$9.375 in cash and 0.3098 of a share of Liberty Interactive’s Series A QVC Group common stock. zulily stockholders will receive cash in lieu of fractional shares of QVC Group common stock. The depositary for the exchange offer has informed Liberty Interactive that there have been validly tendered and not validly withdrawn a total of approximately 38.7 million shares of zulily Class A common stock and approximately 55.9 million shares of zulily Class B common stock, representing in the aggregate more than a majority of the voting power of zulily’s common stock outstanding on the expiration date.

All of the conditions to the exchange offer, including the minimum tender condition, have been satisfied, and all shares of zulily common stock that were validly tendered and not validly withdrawn have been accepted for payment in accordance with the terms of the exchange offer. The depositary is expected to commence delivery of the shares of Series A QVC Group common stock and cash payable in exchange for all shares of zulily common stock accepted pursuant to the exchange offer today.

Merger Information

Following its acceptance of the shares of zulily common stock tendered in the exchange offer and in accordance with the terms of its reorganization agreement with zulily, on October 1, 2015, Liberty Interactive will cause the merger of its indirect wholly owned subsidiary Mocha Merger Sub, Inc. (“Purchaser”) with and into zulily, with zulily surviving (the “first merger”). In connection with the first merger, all shares of zulily common stock not validly tendered into the exchange offer, other than those shares held by Liberty Interactive, Purchaser or zulily will be cancelled and converted into the right to receive the merger consideration, which is the same consideration as that paid pursuant to the exchange offer. Immediately after the first merger, (i) zulily will become a wholly owned subsidiary of Liberty Interactive and (ii) zulily will then merge with and into a wholly owned limited liability company subsidiary of Liberty Interactive. That limited liability company subsidiary will survive and be renamed “zulily, llc.” Following these transactions, former zulily stockholders will no longer have any direct ownership interest in zulily or its business.

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Former zulily stockholders that did not participate in the exchange offer will be contacted by the exchange agent as to how to receive the merger consideration.

About Liberty Interactive Corporation

Liberty Interactive Corporation operates and owns interests in a broad range of digital commerce businesses. Those businesses are currently attributed to two tracking stock groups: the QVC Group and the Liberty Ventures Group. The businesses and assets attributed to the QVC Group (Nasdaq: QVCA, QVCB) consist of Liberty Interactive’s subsidiary, QVC, Inc., and its interest in HSN, Inc., and the businesses and assets attributed to the Liberty Ventures Group (Nasdaq: LVNTA, LVNTB) consist of all of Liberty Interactive Corporation’s businesses and assets other than those attributed to the QVC Group, including its interest in Expedia, Interval Leisure Group and FTD, its subsidiaries Bodybuilding.com, CommerceHub, LMC Right Start and Evite, and minority interests in Time Warner, Time Warner Cable and Lending Tree.

About QVC

QVC, Inc., a wholly owned subsidiary of Liberty Interactive Corporation, 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 340 million homes worldwide through operations in the U.S., Japan, Germany, United Kingdom, Italy, France and a joint venture in China. Based in West Chester, PA and founded in 1986, QVC has evolved from a TV shopping company to a leading ecommerce and mobile commerce retailer. 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.

About zulily

zulily (<http://www.zulily.com>) is a retailer obsessed with bringing customers special finds every day—all at incredible prices. zulily features an always-fresh curated collection for the whole family, including clothing, shoes, home décor, toys, gifts and more. Unique products from up-and-coming brands are featured alongside favorites from top brands, giving customers something new to discover each morning. zulily was launched in 2010 and is headquartered in Seattle.

Forward-Looking Statements

This press release includes certain forward-looking statements, including statements about the realization of estimated synergies and benefits from the proposed acquisition by Liberty Interactive of zulily and the completion of the merger transactions. 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 completion of the merger transactions. These forward looking statements speak only as of the date of this press release, and each of Liberty Interactive, QVC and zulily 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 Interactive, QVC or zulily'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 Interactive,

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QVC and zulily, including their most recent Forms 10-K and 10-Q, and Liberty Interactive's Registration Statement on Form S-4, as amended, initially filed with the Securities and Exchange Commission on September 1, 2015, for additional information about Liberty Interactive, QVC and zulily and about the risks and uncertainties related to the business of each of Liberty Interactive, QVC and zulily which may affect the statements made in this press release.

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Liberty Interactive IR:
Courtnee Ulrich, 720-875-5420

Source: Liberty Interactive Corporation

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Liberty Interactive Completes zulily Acquisition

ENGLEWOOD, CO, October 1, 2015 — Liberty Interactive Corporation (“Liberty Interactive”) (Nasdaq: QVCA, QVCB, LVNTA, LVNTB) announced today that it has completed the acquisition of zulily and has acquired all remaining shares of zulily, inc. (now known as zulily, llc) by acquiring through a second-step merger of Liberty Interactive’s subsidiary Mocha Merger Sub, Inc. with and into zulily, with zulily surviving, all as previously announced. The depositary has commenced delivery of the shares of Liberty Interactive’s Series A QVC Group common stock and cash payable in exchange for all shares of zulily common stock. As a result of the completion of transactions described herein, shares of zulily common stock no longer trade on Nasdaq.

About Liberty Interactive Corporation

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Liberty Interactive IR:

Courtnee Ulrich, 720-875-5420

Source: Liberty Interactive Corporation