

**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): **March 1, 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**  
(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 (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))
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### Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

On March 1, 2013, QVC, Inc. (“QVC”), an indirect wholly owned subsidiary of Liberty Interactive Corporation, entered into an amended and restated senior secured credit agreement with J.P. Morgan Securities LLC, as Lead Arranger and Lead Bookrunner, JPMorgan Chase Bank, N.A., as Administrative Agent, Wells Fargo Bank, N.A., and BNP Paribas, as Syndication Agents, and the parties named therein as Lenders, Documentation Agents and Co-Lead Arrangers and Co-Bookrunners, which refinances QVC's existing bank credit facility (the “Amended and Restated Credit Agreement”).

The Amended and Restated Credit Agreement is a multi-currency facility providing for a \$2 billion revolving credit facility, with a \$250 million sub-limit for standby letters of credit and \$1 billion of uncommitted incremental revolving loan commitments or incremental term loans. The Amended and Restated Credit Agreement provides for an interest rate that is lower than the rate on the previous bank credit facility. Borrowings under the Amended and Restated Credit Agreement bear interest at either the alternate base rate or LIBOR (based on an interest period selected by QVC of one week, one month, two months, three months or six months, or to the extent available from all lenders, nine months or twelve months) at QVC's election in each case plus a margin. Borrowings that are alternate base rate loans will bear interest at a per annum rate equal to the base rate plus a margin that varies between 0.25% and 1.00% depending on QVC's ratio of consolidated total debt to consolidated EBITDA (the “consolidated leverage ratio”). Borrowings that are LIBOR loans will bear interest a per annum rate equal to the applicable LIBOR plus a margin that varies between 1.25% and 2.00% depending on QVC's consolidated leverage ratio. Each loan may be prepaid at any time and from time to time without penalty other than customary breakage costs. No mandatory prepayments will be required other than when borrowings and letter of credit usage exceed availability. Any amounts prepaid on the revolving facility may be reborrowed.

The loans are scheduled to mature on March 1, 2018. Payment of the loans may be accelerated following certain customary events of default.

The payment and performance of QVC's obligations under the Amended and Restated Credit Agreement will be guaranteed by each Material Domestic Subsidiary (as defined in the Amended and Restated Credit Agreement). Further, pursuant to an Amended and Restated Pledge Agreement, QVC's obligations under the Amended and Restated Credit Agreement are secured by a pledge of all of QVC's equity interests. The borrowings under the Amended and Restated Credit Agreement are secured *pari passu* with QVC's existing notes.

The Amended and Restated Credit Agreement contains certain affirmative and negative covenants, including certain restrictions with respect to, among other things: incurring additional indebtedness; creating liens on property or assets; making certain loans or investments; selling or disposing of assets; paying certain dividends and other restricted payments; dissolving, consolidating or merging; entering into certain transactions with affiliates; entering into sale or leaseback transactions; restricting subsidiary distributions; and limiting QVC's consolidated leverage ratio.

Borrowings under the Amended and Restated Credit Agreement may be used to repay outstanding indebtedness, pay certain fees and expenses, finance working capital needs and general corporate purposes of QVC and its subsidiaries and make certain restricted payments and loans to QVC's parent and its affiliates.

The press release announcing the refinancing of QVC's existing bank credit facility and the execution of the Amended and Restated Credit Agreement is attached as Exhibit 99.1 to this Current Report on Form 8-K. The foregoing discussion of the terms of the Amended and Restated Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended and Restated Credit Agreement, filed as Exhibit 99.2 to this Current Report on Form 8-K.

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## Item 8.01. Other Events.

### *Press Release Regarding Tender Offers*

On March 4, 2013, QVC announced the commencement of cash tender offers (the "Offers") for any and all of its outstanding \$500 million in aggregate principal amount of 7.125% senior secured notes due 2017 (the "Any and All Notes") and up to \$250 million in aggregate principal amount of its 7.50% senior secured notes due 2019 (the "Dutch Auction Notes"). The terms and conditions of the Offers are set forth in the Offer to Purchase, dated March 4, 2013. The Offer for the Any and All Notes is scheduled to expire at 5:00 p.m., New York City time, on March 15, 2013, unless extended, and the Offer for the Dutch Auction Notes is scheduled to expire at 11:59 p.m., New York City time, on April 1, 2013, unless extended. The full text of the press release announcing the Offers is attached as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

### *Press Releases Regarding Senior Secured Notes*

On March 4, 2013, QVC announced the proposed offering and later announced the pricing of \$750 million principal amount of new 4.375% senior secured notes due 2023 and \$300 million principal amount of new 5.950% senior secured notes due 2043 (collectively, the "Notes"). The first press release issued on March 4, 2013 (attached as Exhibit 99.4 hereto) announced the proposed offering of the Notes, and the second press release issued later that day (attached as Exhibit 99.5 hereto) announced the pricing of the Notes. The Notes will be secured by a first-priority lien on QVC's capital stock, *pari passu* with the Amended and Restated Credit Agreement and QVC's existing notes. The net proceeds from the offering will be used, together with cash on hand, to fund QVC's Offers. To the extent that the net proceeds from the sale of the Notes exceed the amount of funds required to purchase the notes tendered in the Offers, then any excess funds will be used for general corporate purposes. The offering of the Notes is expected to close on or about March 18, 2013, subject to customary closing conditions.

The Notes will be offered pursuant to an exemption under the Securities Act of 1933, as amended (the "Securities Act"), only to qualified institutional buyers as permitted under Rule 144A of the Securities Act, or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements of the Securities Act. In connection with the closing of the offering of the Notes, QVC will agree that, following the completion of the offering, it will file a registration statement with the Securities and Exchange Commission with respect to an offer to exchange the Notes for registered notes having substantially identical terms.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on March 1, 2013 regarding the Amended and Restated Credit Agreement.
99.2	Form of Amended and Restated Credit Agreement, dated as of March 1, 2013, among QVC, Inc., as Borrower, J.P. Morgan Securities LLC, as Lead Arranger and Lead Bookrunner, JPMorgan Chase Bank, N.A., as Administrative Agent, Wells Fargo Bank, N.A., and BNP Paribas, as Syndication Agents, and the parties named therein as Lenders, Documentation Agents and Co-Lead Arrangers and Co-Bookrunners (incorporated by reference to Exhibit 99.2 to QVC, Inc.'s Current Report on Form 8-K (File No. 333- 184501), filed with the Securities and Exchange Commission on March 7, 2013).
99.3	Press Release issued on March 4, 2013 regarding the Offers.
99.4	Press Release issued on March 4, 2013 regarding the proposed Notes offering.
99.5	Press Release issued on March 4, 2013 regarding the Notes pricing.

**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.

Date: March 7, 2013

LIBERTY INTERACTIVE CORPORATION

By: /s/ Wade Haufschild

Name: Wade Haufschild

Title: Vice President

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## EXHIBIT INDEX

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99.3	Press Release issued on March 4, 2013 regarding the Offers.
99.4	Press Release issued on March 4, 2013 regarding the proposed Notes offering.
99.5	Press Release issued on March 4, 2013 regarding the Notes pricing.

**QVC Announces Refinancing of Bank Credit Facility**

ENGLEWOOD, Colo., March 1, 2013. QVC, Inc. announced today the refinancing of its bank credit facility with a new amended and restated senior secured credit facility. The new senior secured credit facility is a multi-currency facility, provides a line of credit of up to \$2 billion and replaces QVC's existing credit facility set to expire in September 2015. QVC is a wholly-owned subsidiary of Liberty Interactive Corporation (Nasdaq: LINTA, LINTB, LVNTA, LVNTB).

The interest rate on the new senior secured credit facility is lower than the rate on the previous bank credit facility, and the new facility extends the maturity to March 2018. QVC's maximum leverage ratio covenant under the new facility is 3.5x. The new senior secured credit facility is secured by the stock of QVC.

Contact:  
Courtnee Ulrich  
720-875-5420

SOURCE Liberty Interactive Corporation

**QVC Announces Proposed Senior Secured Notes Offering**

WEST CHESTER, Pa. (March 4, 2013) - QVC, Inc. announced today its intention to offer two series of senior secured notes (collectively, the "Notes"), subject to market and other conditions. One series of Notes will mature in 2023 and the other series will mature in 2043. The Notes will be secured by a first-priority lien on the capital stock of QVC, which is the same collateral that secures QVC's existing secured indebtedness and certain future indebtedness. The net proceeds from the offering will be used, together with cash on hand, to fund QVC's cash tender offer for any and all of its \$500 million aggregate principal amount of 7.125% senior secured notes due 2017 and up to \$250 million aggregate principal amount of its 7.50% senior secured notes due 2019. In the event that the net proceeds from the sale of the Notes exceeds the amount of funds required to purchase the tendered notes, then any excess funds will be used for general corporate purposes, which may include the refinancing of indebtedness under QVC's senior secured credit facility. QVC is a wholly-owned subsidiary of Liberty Interactive Corporation (Nasdaq: LINTA, LINTB, LVNTA, LVNTB).

QVC will make the offering pursuant to an exemption under the Securities Act of 1933, as amended (the "Securities Act"). The initial purchasers will offer the Notes only to Qualified Institutional Buyers as permitted under Rule 144A of the Securities Act, or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes will not be registered under the Securities Act and may not be sold in the United States absent registration or an exemption from the registration requirements of the Securities Act.

In connection with the offering of the Notes, QVC will agree, subject to certain conditions, to file a registration statement relating to a registered offer to exchange the Notes for new registered notes having substantially identical terms as the Notes.

This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the offered Notes, nor shall there be any sales of Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements about the completion of the offering and the use of proceeds from the offering. 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, general market conditions. These forward looking statements speak only as of the date of this press release, and QVC expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in QVC'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 QVC, including the most recent Form 10-K for additional information about QVC and about the risks and uncertainties related to QVC's business which may affect the statements made in this press release.

## Contact:

Courtnee Ulrich  
720-875-5420

SOURCE Liberty Interactive Corporation

**QVC Commences Tender Offers for 7.125% Senior Secured Notes due 2017 and 7.50% Senior Secured Notes due 2019**

WEST CHESTER, Pa. (March 4, 2013) - QVC, Inc. announced today that it has commenced cash tender offers (the **Offers**) to purchase any and all of its outstanding \$500 million in aggregate principal amount of 7.125% Senior Secured Notes due 2017 (the **Any and All Notes**) and up to \$250 million in aggregate principal amount (as such amount may be increased in QVC's sole discretion, the **Dutch Tender Cap**) of its 7.50% Senior Secured Notes due 2019 (the **Dutch Auction Notes**) and together with the Any and All Notes, the **Notes**) on the terms and subject to the conditions set forth in the Offer to Purchase, dated the date hereof (as it may be amended or supplemented from time to time, the **Offer to Purchase**). The Offer for the Any and All Notes is scheduled to expire at 5:00 p.m., New York City Time, on March 15, 2013, unless extended (such time and date, as the same may be extended, the **Any and All Expiration Date**). The Offer for the Dutch Auction Notes is scheduled to expire at 11:59 p.m., New York City Time, on April 1, 2013, unless extended (such time and date, as the same may be extended, the **Dutch Auction Expiration Date**). Information relating to the Notes and the Offers is set forth in the table below.

Series of Notes	CUSIP Numbers	Outstanding Principal Amount	Early Tender Payment <sup>(1)</sup>	Total Consideration (Bid Price Range) <sup>(1)(2)</sup>
<b>Any and All Notes:</b>				
7.125% Senior Secured Notes due 2017	747262AC7, U74900AB4	\$500,000,000	N/A	\$1,039.40
<b>Dutch Auction Notes:</b>				
7.500% Senior Secured Notes due 2019	747262AA1, 747262AB9, U74900AA6	\$1,000,000,000	\$30.00	\$1,105.00 - \$1,120.00

(1) Per \$1,000 principal amount of Notes tendered and accepted for purchase

(2) Includes the early tender payment, if applicable

The total consideration for each \$1,000 principal amount of Any and All Notes purchased pursuant to the Offers will be \$1,039.40. The total consideration payable for each \$1,000 principal amount of Dutch Auction Notes will be determined based on a modified "Dutch Auction" procedure. Holders who validly tender (and do not validly withdraw) Dutch Auction Notes at or prior to 5:00 P.M., New York City time, on March 15, 2013, unless extended (the **Dutch Auction Early Tender Deadline**), will receive the applicable "Total Consideration," including a "Dutch Auction Early Tender Payment" of \$30.00 per \$1,000 principal amount of Dutch Auction Notes. Holders who validly tender Dutch Auction Notes after the Dutch Auction Early Tender Deadline will not be eligible to receive the Dutch Auction Early Tender Payment. There will not be an early tender payment for the Any and All Notes.

As more fully described in the Offer to Purchase, the Total Consideration for each \$1,000 principal amount of the Dutch Auction Notes validly tendered (and not validly withdrawn) at or prior to the Dutch Auction Early Tender Deadline and accepted for purchase will be equal to the sum of: (1) the "Base Price" for the Dutch Auction Notes, which is also equal to the minimum "bid price" and (2) the "Clearing Premium", which will be determined pursuant to a modified "Dutch Auction" by consideration of the "bid price" specified by each holder that tenders Dutch Auction Notes pursuant to the Offers. The bid price for tendered Dutch Auction Notes represents the minimum consideration a holder is willing to receive for those Dutch Auction Notes and must fall within the acceptable bid price range specified in the table above and be in increments of \$1.25.

The Tender Offer Consideration for each \$1,000 principal amount of the Dutch Auction Notes validly tendered (and not validly withdrawn) after the Dutch Auction Early Tender Deadline and at or prior to the Dutch Auction Expiration Date and accepted for purchase will consist of the Total Consideration for the Dutch Auction Notes less the Dutch Auction Early Tender Payment.

As more fully described in the Offer to Purchase, the Clearing Premium for the Offer for the Dutch Auction Notes will be the lowest single bid premium (the amount by which bid price exceeds the Base Price) at which QVC will be able to purchase Dutch Auction Notes in an aggregate principal amount equal to the Dutch Tender Cap. If the aggregate amount of Dutch Auction Notes validly tendered (and not validly withdrawn) at or below the Clearing Premium would cause QVC to purchase



more than the Dutch Tender Cap for the Offer for the Dutch Auction Notes, then holders of Dutch Auction Notes tendered at the Clearing Premium will be subject to proration as described in the Offer to Purchase.

In addition, QVC will pay accrued and unpaid interest on all Notes tendered and accepted for payment in the Offers from the last interest payment date up to, but not including, the applicable settlement date.

Tendered Any and All Notes may be validly withdrawn at any time by the Any and All Expiration Date, but not thereafter unless otherwise required by applicable law. Tendered Dutch Auction Notes may be validly withdrawn at any time prior to 5:00 P.M., New York City time, on March 15, 2013, unless extended (the "**Dutch Auction Withdrawal Deadline**"), but not thereafter unless otherwise required by applicable law.

QVC reserves the right, in its sole discretion, to increase the Dutch Tender Cap for the Dutch Auction Notes. If QVC increases the Dutch Tender Cap, it does not currently intend to extend the Dutch Auction Withdrawal Deadline or otherwise reinstate withdrawal rights.

The consummation of the Offers is conditioned upon, among other things, QVC having sufficient funds to pay the total consideration for validly tendered Notes from the issuance of newly issued debt of QVC. If any of the conditions are not satisfied, QVC may terminate the Offers and return tendered Notes. QVC has the right to waive any of the foregoing conditions with respect to the Notes and to consummate the Offers. In addition, QVC has the right, in its sole discretion, to terminate the Offers at any time, subject to applicable law. It is QVC's current intention to redeem the Any and All Notes that are not tendered pursuant to the Offers.

#### Additional Information

QVC has retained Barclays Capital Inc., J.P.Morgan Securities LLC, Wells Fargo Securities, LLC, BNP Paribas Securities Corp., BofA Merrill Lynch and Mitsubishi UFJ Securities (USA), Inc. to act as the Dealer Managers for the Offers. Global Bondholder Services Corporation is the Information Agent and Depositary for the Offers. Questions regarding the Offers should be directed to Barclays Capital Inc. at (800) 438-3242 (toll-free) or (212) 528-7581 (collect), J.P. Morgan Securities LLC at (866) 834-4666 (toll-free) or (212) 834-4811 (collect) and Wells Fargo Securities, LLC at (866) 309-6316 (toll-free) or (704) 410-4760 (collect). Requests for documentation should be directed to Global Bondholder Services Corporation at (866) 470-3800 (toll-free) or (212) 430-3774 (for banks and brokers). This press release is for informational purposes only. This press release is not an offer to purchase or a solicitation of an offer to purchase with respect to any Notes or any other securities. The Offers are being made solely pursuant to the Offer to Purchase and related documents. The Offers are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Offers to be made by a licensed broker or dealer, the Offers will be deemed to be made on behalf of QVC by the Dealer Managers, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction. None of QVC, the Dealer Managers or the Information Agent makes any recommendation as to whether holders should tender or refrain from tendering their Notes. Holders must make their own decision as to whether to tender Notes and, if so, the principal amount of the Notes to tender.

#### Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements about the completion of the Offers. 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, general market conditions. These forward looking statements speak only as of the date of this press release, and QVC expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in QVC'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 QVC, including the most recent Form 10-K for additional information about QVC and about the risks and uncertainties related to QVC's business which may affect the statements made in this press release.

Contact:  
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720-875-5420

SOURCE Liberty Interactive Corporation

**QVC Prices \$1.05 Billion of New Senior Secured Notes**

WEST CHESTER, Pa. (March 4, 2013) - QVC, Inc. announced today the pricing of \$750 million principal amount of new 4.375% senior secured notes due 2023 and \$300 million principal amount of new 5.950% senior secured notes due 2043 (collectively, the "Notes"). The Notes will be secured by a first-priority lien on the capital stock of QVC, which is the same collateral that secures QVC's existing secured indebtedness and certain future indebtedness. The net proceeds from the offering will be used, together with cash on hand, to fund QVC's cash tender offer for any and all of its \$500 million aggregate principal amount of 7.125% senior secured notes due 2017 and up to \$250 million aggregate principal amount of its 7.50% senior secured notes due 2019. To the extent that the net proceeds from the sale of the Notes exceeds the amount of funds required to purchase the tendered notes, then any excess funds will be used for general corporate purposes, which may include the refinancing of indebtedness under QVC's senior secured credit facility. The offering is expected to close on or about March 18, 2013, subject to customary closing conditions. QVC, Inc. is a wholly-owned subsidiary of Liberty Interactive Corporation (Nasdaq: LINTA, LINTB, LVNTA, LVNTB).

QVC will make the offering pursuant to an exemption under the Securities Act of 1933, as amended (the "Securities Act"). The initial purchasers will offer the Notes only to Qualified Institutional Buyers as permitted under Rule 144A of the Securities Act, or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes will not be registered under the Securities Act and may not be sold in the United States absent registration or an exemption from the registration requirements of the Securities Act.

In connection with the offering of the Notes, QVC will agree, subject to certain conditions, to file a registration statement relating to a registered offer to exchange the Notes for new registered notes having substantially identical terms as the Notes.

This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the offered Notes, nor shall there be any sales of Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements about the completion of the offering and the use of proceeds from the offering. 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, general market conditions. These forward looking statements speak only as of the date of this press release, and QVC expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in QVC'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 QVC, including the most recent Form 10-K for additional information about QVC and about the risks and uncertainties related to QVC's business which may affect the statements made in this press release.

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