

**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 28, 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))
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Item 7.01. Regulation FD Disclosure*Press Release Regarding Morgan Stanley Retail & Restaurant Conference & Field Trip*

On March 28, 2013, Liberty Interactive Corporation ("Liberty") announced that Mike George, President and CEO of QVC, Inc., an indirect wholly owned subsidiary of Liberty ("QVC"), will be presenting at the Morgan Stanley Retail & Restaurant Conference & Field Trip (the "Conference") on Friday, April 5, 2013, at 8:40 a.m. ET at the Loews Portofino Bay Hotel, FL. During his presentation, Mr. George may make observations regarding the company's financial performance and outlook.

Press Release Regarding Final Results of Tender Offer

On April 2, 2013, QVC announced the final results of its previously announced cash tender offer (the "Tender Offer") for up to \$250 million in aggregate principal amount of its 7.50% senior secured notes due 2019 (the "Dutch Auction Notes"). The expiration date for the Tender Offer for the Dutch Auction Notes was 11:59 p.m., New York City time, on April 1, 2013. The full text of the press release announcing the results of the Tender Offer is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

Press Release Regarding New Exchangeable Senior Debentures and Retirement of Existing Exchangeable Senior Debentures

On April 2, 2013, Liberty announced that it intends to retire the outstanding 3.125% Exchangeable Senior Debentures due 2023 (the "Old Debentures") of its wholly owned subsidiary Liberty Interactive LLC ("Liberty LLC"), which are attributed to Liberty's Ventures tracking stock group. Liberty expects to obtain a portion of the funds for the retirement of the Old Debentures through a private offering of new exchangeable senior debentures by Liberty LLC (the "New Debentures"). The full text of the press release announcing the retirement of the Old Debentures and offering of the New Debentures is attached as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

This Current Report on Form 8-K and the press releases attached hereto as Exhibits 99.1, 99.2 and 99.3 are being furnished to the SEC under Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD and shall not be deemed "filed" for any purpose.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Name</u>
99.1	Press Release dated March 28, 2013 regarding the Conference.
99.2	Press Release dated April 2, 2013 regarding the Tender Offer.
99.3	Press Release dated April 2, 2013 regarding the Old and New Debentures.

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: April 3, 2013

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 dated March 28, 2013 regarding the Conference.
99.2	Press Release dated April 2, 2013 regarding the Tender Offer.
99.3	Press Release dated April 2, 2013 regarding the Old and New Debentures.

LIBERTY INTERACTIVE CORPORATION TO PRESENT AT MORGAN STANLEY RETAIL & RESTAURANT CONFERENCE & FIELD TRIP

Englewood, Colo, March 28th - Liberty Interactive Corporation (Nasdaq: LINTA, LINTB, LVNTA, LVNTB) announced that Mike George, President and CEO of QVC, Inc., will be presenting at the Morgan Stanley Retail & Restaurant Conference & Field Trip, on Friday, April 5th at 8:40 a.m., Eastern Time at the Loews Portofino Bay Hotel, FL. During his presentation, Mr. George may make observations regarding the company's financial performance and outlook.

The presentation will be broadcast live via the Internet. All interested persons should visit the Liberty Interactive Corporation website at <http://www.libertyinteractive.com/events> to register for the webcast. An archive of the webcast will also be available on this website for 30 days.

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 Backcountry.com, Bodybuilding.com, Celebrate Interactive (including Evite and Liberty Advertising), CommerceHub, MotoSport, Provide Commerce, QVC and Right Start, and Liberty Interactive Corporation's interests in HSN and Lockerz. The Liberty Ventures Group (Nasdaq: LVNTA, LVNTB) consists of Liberty Interactive Corporation's interests in TripAdvisor, Expedia, Interval Leisure Group, Time Warner, Time Warner Cable, Tree.com (Lending Tree), AOL and various green energy investments.

Contact:
Courtnee Ulrich
720-875-5420

QVC Announces Final Results of Tender Offer for 7.50% Senior Secured Notes due 2019

WEST CHESTER, Pa. (April 2, 2013) - QVC, Inc. announced today that, as of 11:59 p.m., New York City time, on April 1, 2013 (the “**Dutch Auction Expiration Date**”), the following principal amount of the outstanding 7.50% Senior Secured Notes due 2019 (the “**Dutch Auction Notes**”) have been tendered and accepted for purchase under the previously announced cash tender offer (the “**Offer**”) to purchase up to \$250 million in aggregate principal amount of Dutch Auction Notes on the terms and subject to the conditions set forth in the Offer to Purchase, dated as of March 4, 2013 (the “**Offer to Purchase**”).

Series of Notes	CUSIP Numbers	Outstanding Principal Amount Prior to Commencement of the Offer	Principal Amount Tendered on or Prior to the Dutch Auction Expiration Date	Principal Amount Accepted at Dutch Auction Early Tender Deadline ⁽¹⁾	Principal Amount Accepted at Dutch Auction Expiration Date
7.500% Senior Secured Notes due 2019	747262AA1, 747262AB9, U74900AA6	\$1,000,000,000	\$230,937,000	\$230,708,000	\$229,000

(1) The early tender deadline for the Offer was 5:00 p.m., New York City time, on March 15, 2013 (the “**Dutch Auction Early Tender Deadline**”).

All of the tenders of Dutch Auction Notes were made at various bid prices within the acceptable bid price range of \$1,105.00 - \$1,120.00 per \$1,000 principal amount of Dutch Auction Notes. Holders of the Dutch Auction Notes who validly tendered and did not withdraw their Dutch Auction Notes on or prior to the Dutch Auction Early Tender Deadline, and whose Dutch Auction Notes were purchased pursuant to the Offer, received the total consideration payable under the Offer, which included an “Early Tender Payment” of \$30.00 for each \$1,000 principal amount of Dutch Auction Notes so purchased. Based on the modified Dutch Auction procedure as described in the Offer to Purchase, the total consideration for the Dutch Auction Notes is \$1,120 for each \$1,000 principal amount of Dutch Auction Notes (the “**Total Consideration**”).

Holders of Dutch Auction Notes who validly tendered their Dutch Auction Notes after the Dutch Auction Early Tender Deadline, but prior to the Dutch Auction Expiration Date, will receive the Total Consideration less the Early Tender Payment for each \$1,000 principal amount of Dutch Auction Notes. QVC expects to make the final payment for such accepted Dutch Auction Notes today.

Additional Information

QVC has retained Barclays Capital Inc., J.P.Morgan Securities LLC and Wells Fargo Securities, LLC to act as the Lead Dealer Managers for the Offer. BNP Paribas Securities Corp., BofA Merrill Lynch and Morgan Stanley & Co. LLC are the Co-Dealer Managers for the Offer. Global Bondholder Services Corporation is the Information Agent and Depositary for the Offer. Questions regarding the Offer 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 Dutch Auction Notes or any other securities. The Offer was made solely pursuant to the Offer to Purchase and related documents. The Offer was not made to holders of Dutch Auction 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 Offer to be made by a licensed broker or dealer, the Offer will be deemed to have been 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.

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 Offer. 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



Liberty Interactive Corporation Announces Proposed Private Offering of New Exchangeable Senior Debentures and Retirement of 3.125% Exchangeable Senior Debentures Due 2023

ENGLEWOOD, Colo.--(BUSINESS WIRE)-- Liberty Interactive Corporation ("Liberty") (Nasdaq: LINTA, LINTB, LVNTA, LVNTB) announced today that it intends to retire the outstanding 3.125% Exchangeable Senior Debentures due 2023 (the "old debentures") of its wholly owned subsidiary Liberty Interactive LLC (the "Company"). Liberty expects to obtain a portion of the funds for the retirement of the old debentures through a private offering of new exchangeable senior debentures by the Company.

The retirement of the old debentures may take the form of open market purchases or privately negotiated transactions. To the extent old debentures remain outstanding after the closing of the private offering of new debentures, Liberty presently intends to call the old debentures for redemption.

The offering of the new debentures will not be registered under the Securities Act of 1933, as amended (the "Securities Act") or any state securities laws and unless so registered may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. The private offering will only be made to "Qualified Institutional Investors", as that term is defined in the Securities Act. This press release does not constitute an offer to sell or the solicitation of an offer to buy the new debentures.

The old debentures are attributed to Liberty's Ventures tracking stock group.

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 intended launch of a private offering, the use of proceeds therefrom and Liberty's present intention regarding redemption of the old debentures. 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 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 its most recent Form 10-K, for risks and uncertainties related to Liberty.

Liberty Interactive Corporation

Courtnee Ulrich, 720-875-5420

Source: Liberty Interactive Corporation