

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K/A**  
**CURRENT REPORT**

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

Date of Report (date of earliest event reported): **August 27, 2014**

**LIBERTY INTERACTIVE CORPORATION**

(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| <b>Delaware</b>   | <b>001-33982</b>            | <b>84-1288730</b>                       |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

**12300 Liberty Boulevard**  
**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 2.01. Completion of Acquisition or Disposition of Assets**

This Form 8-K/A amends the Current Report on Form 8-K of Liberty Interactive Corporation (the “Company”), dated September 3, 2014 regarding the completion of the previously announced spin-off (the “Spin-Off”) of its former wholly-owned subsidiary Liberty TripAdvisor Holdings, Inc. (“TripCo”). The sole purpose of this amendment is to provide updated pro forma financial information for the quarter ended June 30, 2014 required by Item 9.01 and to replace the previous exhibit 99.3 in its entirety.

**Item 9.01. Financial Statements and Exhibits**

(b) The information required to be filed pursuant to Items 2.01 and 9.01 pursuant to Article 11 of Regulation S-X is filed herewith as Exhibit 99.3.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Name</u>  |
|--------------------|--|
| 99.3               | Unaudited Condensed Pro Forma Consolidated Financial Statements of the Company |

**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: October 2, 2014

LIBERTY INTERACTIVE CORPORATION

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

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Name</u>  |
|--------------------|--|
| 99.3               | Unaudited Condensed Pro Forma Consolidated Financial Statements of the Company |

Liberty Interactive Corporation  
Condensed Pro Forma Consolidated Financial Statements

(unaudited)

On August 27, 2014, Liberty Interactive Corporation (“Liberty” or the “Company”) completed the distribution to the stockholders of Liberty shares of a wholly-owned subsidiary, Liberty TripAdvisor Holdings, Inc. (“TripCo”), which held the subsidiaries TripAdvisor, Inc. (“TripAdvisor”) and BuySeasons, Inc. which includes the retail businesses BuyCostumes.com and Celebrate Express (“BuySeasons”) (the “Trip Spin-Off”), both of which operate as standalone operating entities. The transaction was effected as a pro-rata dividend of shares of TripCo to the stockholders of Series A and Series B Liberty Ventures common stock of Liberty.

The following unaudited condensed pro forma consolidated financial statements have been prepared giving effect to the Trip Spin-Off as if it occurred as of December 31, 2013 and June 30, 2014 for the condensed pro forma consolidated balance sheets and January 1, 2013 for the condensed pro forma consolidated statements of operations. The unaudited condensed pro forma consolidated financial statements do not purport to represent what Liberty’s financial position actually would have been had the Trip Spin-Off occurred on the dates indicated or to project Liberty’s operating results for any future period. The unaudited condensed pro forma consolidated financial statements should be read in conjunction with the publicly available information of Liberty, including the Form 10-K, as filed on February 28, 2014 with the Securities and Exchange Commission (the “SEC”) and the Form 10-Q as filed on August 5, 2014 with the SEC.

Liberty Interactive Corporation  
Condensed Pro Forma Consolidated Balance Sheet  
December 31, 2013  
(unaudited)

|  | <b>Liberty<br/>Interactive<br/>historical (1)</b> | <b>Less:<br/>TripCo<br/>historical (2)</b> | <b>Liberty<br/>Interactive<br/>pro forma</b> |
|--|---|--|--|
| <b><u>Assets</u></b>   |   |  |  |
| Cash and cash equivalents  | \$ 1,256  | 354  | 902  |
| Other current assets   | 3,170   | 289  | 2,881  |
| Investments in available-for-sale securities                     | 1,501   | 188  | 1,313  |
| Investments in affiliates, accounted for using the equity method | 1,237   | --   | 1,237  |
| Property and equipment, net                                      | 1,247   | 39   | 1,208  |
| Intangible assets not subject to amortization                    | 13,675  | 5,292                                      | 8,383  |
| Intangible assets subject to amortization, net                   | 2,492   | 908  | 1,584  |
| Other assets, at cost, net of accumulated amortization           | 98  | 19   | 79   |
| Total assets   | <u>\$ 24,676</u>                                  | <u>7,089</u>                               | <u>17,857</u>                                |
| <b><u>Liabilities and Equity</u></b>                             |   |  |  |
| Current liabilities  | \$ 3,756  | 311  | 3,445  |
| Long-term debt   | 6,406   | 300  | 6,106  |
| Deferred income tax liabilities                                  | 2,844   | 853  | 1,991  |
| Other liabilities  | 235   | 44   | 191  |
| Total liabilities  | 13,241  | 1,508                                      | 11,733                                       |
| Total stockholders' equity                                       | 6,936   | 1,208                                      | 5,728  |
| Noncontrolling interests in equity of subsidiaries               | 4,499   | 4,373                                      | 126  |
| Total equity   | 11,435  | 5,581                                      | 5,854  |
| Total liabilities and equity                                     | <u>\$ 24,676</u>                                  | <u>7,089</u>                               | <u>17,587</u>                                |

Liberty Interactive Corporation  
Condensed Pro Forma Consolidated Balance Sheet  
June 30, 2014  
(unaudited)

|  | <b>Liberty<br/>Interactive<br/>historical (1)</b> | <b>Less:<br/>TripCo<br/>historical (2)</b> | <b>Liberty<br/>Interactive<br/>pro forma</b> |
|--|---|--|--|
| <b>Assets</b>  |   |  |  |
| Cash and cash equivalents  | \$ 1,833  | 589  | 1,244  |
| Other current assets   | 2,924   | 277  | 2,647  |
| Investments in available-for-sale securities                     | 1,275   | 83   | 1,192  |
| Investments in affiliates, accounted for using the equity method | 1,236   | --   | 1,236  |
| Property and equipment, net                                      | 1,276   | 98   | 1,178  |
| Intangible assets not subject to amortization                    | 13,788  | 5,403                                      | 8,385  |
| Intangible assets subject to amortization, net                   | 2,267   | 872  | 1,395  |
| Other assets, at cost, net of accumulated amortization           | 123   | 33   | 90   |
| Total assets   | <b>\$ 24,722</b>                                  | <b>7,355</b>                               | <b>17,367</b>                                |
| <b>Liabilities and Equity</b>                                    |   |  |  |
| Current liabilities  | \$ 3,798  | 460  | 3,338  |
| Long-term debt   | 6,620   | 280  | 6,340  |
| Deferred income tax liabilities                                  | 2,715   | 836  | 1,879  |
| Other liabilities  | 333   | 112  | 221  |
| Total liabilities  | 13,466  | 1,688                                      | 11,778                                       |
| Total stockholders' equity                                       | 6,668   | 1,195                                      | 5,473  |
| Noncontrolling interests in equity of subsidiaries               | 4,588   | 4,472                                      | 116  |
| Total equity   | 11,256  | 5,667                                      | 5,589  |
| Total liabilities and equity                                     | <b>\$ 24,722</b>                                  | <b>7,355</b>                               | <b>17,367</b>                                |

Liberty Interactive Corporation  
Condensed Pro Forma Consolidated Statement of Operations  
Year ended December 31, 2013  
(unaudited)

|  | <b>Liberty<br/>Interactive<br/>historical (1)</b> | <b>Less:<br/>TripCo<br/>historical (2)</b> | <b>Liberty<br/>Interactive<br/>pro forma</b> |
|--|---|--|--|
| Revenue  | 11,252  | 1,034                                      | 10,218                                       |
| Operating costs and expenses:  |   |  |  |
| Cost of sales  | 6,602   | 87   | 6,515  |
| Operating and Selling, general and administrative, including<br>stock-based compensation       | 2,587   | 649  | 1,938  |
| Depreciation and amortization  | 943   | 315  | 628  |
|  | <u>10,132</u>                                     | <u>1,051</u>                               | <u>9,081</u>                                 |
| Operating income   | 1,120   | (17)                                       | 1,137  |
| Interest expense   | (373)   | (12)                                       | (361)  |
| Share of earnings (loss)   | 33  | --   | 33   |
| Realized and unrealized gains (losses) on financial instruments,<br>net                        | (22)  | --   | (22)   |
| Other income (expense)   | (48)  | 1  | (49)   |
| Earnings (loss) from continuing operations before income taxes                                 | 710   | (28)                                       | 738  |
| Income tax (expense) benefit   | (130)   | 55   | (185)  |
| Net earnings (loss)  | 580   | 27   | 553  |
| Less net loss attributable to the noncontrolling interests                                     | 79  | 34   | 45   |
| Net earnings (loss) attributable to:   |   |  |  |
| Liberty stockholders   | 501   | (7)  | 508  |
| Net earnings (loss) attributable to:   |   |  |  |
| Liberty Interactive stockholders   | 438   | (25)                                       | 463  |
| Liberty Ventures stockholders  | 63  | 18   | 45   |
| <br>   |   |  |  |
| ProForma basic net earnings (loss) attributable to Liberty<br>stockholders per common share:   |   |  |  |
| Series A and Series B Liberty Interactive  | \$ 0.84   |  | 0.89   |
| Series A and Series B Liberty Ventures   | \$ 0.85   |  | 0.61   |
| <br>   |   |  |  |
| ProForma diluted net earnings (loss) attributable to Liberty<br>stockholders per common share: |   |  |  |
| Series A and Series B Liberty Interactive  | \$ 0.83   |  | 0.88   |
| Series A and Series B Liberty Ventures   | \$ 0.85   |  | 0.61   |
| <br>   |   |  |  |
| Liberty Interactive commons stock  |   |  |  |
| Basic  | 519   |  | 519  |
| Diluted  | 527   |  | 527  |
| <br>   |   |  |  |
| Liberty Ventures commons stock   |   |  |  |
| Basic  | 74  |  | 74   |
| Diluted  | 74  |  | 74   |



Liberty Interactive Corporation  
Condensed Pro Forma Consolidated Statement of Operations  
Six months ended June 30, 2014  
(unaudited)

|  | <b>Liberty<br/>Interactive<br/>historical (1)</b> | <b>Less:<br/>TripCo<br/>historical (2)</b> | <b>Liberty<br/>Interactive<br/>pro forma</b> |
|--|---|--|--|
| Revenue  | 5,546   | 629  | 4,917  |
| Operating costs and expenses:  |   |  |  |
| Cost of sales  | 3,134   | 20   | 3,114  |
| Operating and Selling, general and administrative and other,<br>including stock-based compensation | 1,378   | 407  | 971  |
| Depreciation and amortization  | 469   | 142  | 327  |
|  | <u>4,981</u>                                      | <u>569</u>                                 | <u>4,412</u>                                 |
| Operating income   | 565   | 60   | 505  |
| Interest expense   | (199)   | (5)  | (194)  |
| Share of earnings (loss)   | 2   | --   | 2  |
| Realized and unrealized gains (losses) on financial instruments,<br>net                            | (66)  | --   | (66)   |
| Other income (expense)   | 11  | --   | 11   |
| Earnings (loss) from continuing operations before income taxes                                     | 313   | 55   | 258  |
| Income tax (expense) benefit   | (97)  | (15)                                       | (82)   |
| Net earnings (loss)  | 216   | 40   | 176  |
| Less net loss attributable to the noncontrolling interests   | 57  | 39   | 18   |
| Net earnings (loss) attributable to:   |   |  |  |
| Liberty stockholders   | 159   | 1  | 158  |
| Net earnings (loss) attributable to:   |   |  |  |
| Liberty Interactive stockholders   | 215   | (15)                                       | 230  |
| Liberty Ventures stockholders  | (56)  | 16   | (72)   |
| <br>   |   |  |  |
| ProForma basic net earnings (loss) attributable to Liberty stockholders per common share:          |   |  |  |
| Series A and Series B Liberty Interactive  | \$ 0.44   |  | 0.47   |
| Series A and Series B Liberty Ventures   | \$ (0.77)   |  | (0.99)                                       |
| <br>   |   |  |  |
| ProForma diluted net earnings (loss) attributable to Liberty stockholders per common share:        |   |  |  |
| Series A and Series B Liberty Interactive  | \$ 0.43   |  | 0.46   |
| Series A and Series B Liberty Ventures   | \$ (0.77)   |  | (0.99)                                       |
| <br>   |   |  |  |
| Liberty Interactive commons stock  |   |  |  |
| Basic  | 490   |  | 490  |
| Diluted  | 500   |  | 500  |
| <br>   |   |  |  |
| Liberty Ventures commons stock   |   |  |  |
| Basic  | 73  |  | 73   |
| Diluted  | 74  |  | 74   |

Liberty Interactive Corporation  
Notes to Condensed Pro Forma Consolidated Financial Statements  
(unaudited)

- (1) Represents the historical financial position and results of operations of Liberty. Such amounts were derived from the historical consolidated financial statements of Liberty as filed on Form 10-K on February 28, 2014 and Form 10-Q on August 5, 2014, respectively, with the SEC.
- (2) Represents the historical financial position and results of operations of TripCo. Such amounts were derived from the historical consolidated financial statements of TripCo as filed on Form S-1 as amended on August 8, 2014 with the SEC and the Form 10-Q filed on September 25, 2014.