

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): **February 1, 2018**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At Liberty Interactive Corporation’s (the “Company”) special meeting of stockholders held on February 2, 2018 (the “Special Meeting”), the following proposals were considered and acted upon by the holders of the Company’s Series A Liberty Ventures common stock, par value \$0.01 per share (“LVNTA”), and the Company’s Series B Liberty Ventures common stock, par value \$0.01 per share (“LVNTB”): (1) a proposal (the “Redemption Proposal”) to approve the redemption of each share of LVNTA and LVNTB, in exchange for one share of GCI Liberty, Inc. Class A common stock, no par value (“GLIBA”), and GCI Liberty, Inc. Class B common stock, no par value (“GLIBB”), respectively (the “Split-Off”), following the acquisition of such shares by Liberty Interactive LLC, a Delaware limited liability company and a direct wholly-owned subsidiary of the Company (“LI LLC”), in connection with the contribution of certain assets and liabilities attributed to the Company’s Ventures Group to GCI Liberty, Inc.; and (ii) a proposal (the “Adjournment Proposal”) to authorize the adjournment of the Special Meeting by the Company to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the Special Meeting to approve the Redemption Proposal. The number of votes cast for or against, as well as the number of abstentions and broker non-votes as to each proposal, are set forth below.

1. The Redemption Proposal

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
108,840,595	27,156	1,789,668	—

Accordingly, the Redemption Proposal was approved.

2. The Adjournment Proposal

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
101,073,436	9,550,052	33,931	—

Accordingly, the Adjournment Proposal was approved.

**Item 7.01. Regulation FD Disclosure.**

On February 1, 2018, the Company announced that its President and Chief Executive Officer, Greg Maffei, will host a conference call to discuss results for the fourth quarter of 2017 on Thursday, March 1<sup>st</sup>, at 11:00 a.m. (E.S.T.). Following prepared remarks, the Company will host a brief Q&A session during which management will accept questions regarding both the Company and Liberty TripAdvisor Holdings, Inc. During the call, Mr. Maffei may discuss the financial performance and outlook of both companies, as well as other forward looking matters including the proposed acquisition of General Communications, Inc. (“GCI” or “GCI Liberty”) by the Company, its combination with Liberty Ventures Group and the subsequent split-off of the Company’s interest in the combined company.

This Current Report on Form 8-K and the press release attached hereto as Exhibit 99.1 are being furnished to the Securities and Exchange Commission 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 8.01. Other Events.**

On February 2, 2018, the Company and GCI issued a joint press release announcing the results of their respective special meetings of stockholders, and that GCI has filed its amended and restated articles of incorporation with the Commissioner of the Department of Commerce, Community and Economic Development of the State of Alaska. The press release is being filed herewith as Exhibit 99.2 to this Current Report on Form 8-K and is hereby incorporated by reference into this Item 8.01.

Furthermore, as previously reported, in accordance with the terms of the Agreement and Plan of Reorganization, dated as of April 4, 2017, by and among the Company, LI LLC, and GCI (to be renamed “GCI Liberty, Inc.”), as amended, and subject to certain conditions set forth therein, GCI Liberty intends to authorize and issue GLIBA, GLIBB, and GCI Liberty Series A Cumulative Redeemable Preferred Stock (“GLIBP”), at the time of the auto conversion and each stock is expected to be listed on the Nasdaq Global Select Market under the symbols “GLIBA,” “GLIBB,” and “GLIBP,” respectively. It is expected that each of GLIBA, GLIBB and GLIBP will begin trading on the first trading day following the Split-Off. GCI Liberty cannot predict the trading prices for its capital stock when such trading begins.

#### Forward-looking Statements

This Current Report on Form 8-K includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the completion of the proposed transactions between the Company and GCI, the issuance and listing of shares of GLIBA, GLIBB and GLIBP on the Nasdaq Global Select Market and the first trading day of GLIBA, GLIBB and GLIBP. 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 transactions. These forward-looking statements speak only as of the date of this Current Report on Form 8-K, and the Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in the Company'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 the Company, including its most recent Forms 10-K and 10-Q, for additional information about the Company and about the risks and uncertainties related to the Company's businesses which may affect the statements made in this Current Report on Form 8-K.

#### Additional Information

Nothing in this Current Report on Form 8-K shall constitute a solicitation to buy or an offer to sell shares of GCI Liberty, GCI common stock or any of the Company's tracking stocks. The offer and issuance of shares in the proposed transactions will only be made pursuant to GCI's effective registration statement. Company stockholders, GCI shareholders and other investors are urged to read the registration statement and the joint proxy statement/prospectus regarding the proposed transactions and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they contain important information about the proposed transactions. Copies of these 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 are also available, without charge, by directing a request to Liberty Interactive Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112, Attention: Investor Relations, Telephone: (720) 875-5420. GCI investors can access additional information at [ir.gci.com](http://ir.gci.com).

#### **Item 9.01. Financial Statements and Exhibits.**

##### **(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated February 1, 2018, regarding the earnings announcement.</a>
99.2	<a href="#">Joint Press Release, dated February 2, 2018, regarding the results of the special meeting.</a>

**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: February 6, 2018

LIBERTY INTERACTIVE CORPORATION

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

February 1, 2018

**Liberty Interactive Corporation Announces Fourth Quarter Earnings Release and Conference Call**

ENGLEWOOD, Colo.--(BUSINESS WIRE)-- Liberty Interactive Corporation's ("Liberty Interactive") (Nasdaq: QVCA, QVCB, LVNTA, LVNTB) President and Chief Executive Officer, Greg Maffei, will host a conference call to discuss results for the fourth quarter of 2017 on Thursday, March 1<sup>st</sup>, at 11:00 a.m. (E.S.T.). Following prepared remarks, the company will host a brief Q&A session during which management will accept questions regarding both Liberty Interactive Corporation and Liberty TripAdvisor Holdings. During the call, Mr. Maffei may discuss the financial performance and outlook of both companies, as well as other forward looking matters including the proposed acquisition of General Communication, Inc. ("GCI") by Liberty Interactive, its combination with Liberty Ventures Group and the subsequent split-off of Liberty Interactive's interest in the combined company ("GCI Liberty").

Please call ReadyTalk at (866) 548-4713 or (323) 794-2093, passcode 9151576, at least 10 minutes prior to the call. Callers will need to be on a touch-tone telephone to ask questions. The conference administrator will provide instructions on how to use the polling feature.

In addition, the fourth quarter earnings conference call will be broadcast live via the Internet. All interested participants should visit the Liberty Interactive Corporation website at <http://www.libertyinteractive.com/events> to register for the web cast. Links to the press release and replays of the call will also be available on the Liberty Interactive Corporation website. The conference call will be archived on the website for one year after appropriate filings have been made with the SEC.

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 Corporation's subsidiaries, QVC, Inc., HSN, Inc. and zulily, llc, 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 interests in Liberty Broadband Corporation and FTD, Liberty Interactive Corporation's subsidiary Evite, and minority interests in ILG, Lending Tree and Charter Communications.

**Liberty Interactive Corporation**

Courtnee Chun, 720-875-5420

Source: Liberty Interactive Corporation

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February 2, 2018

**Proposed Transactions Involving Liberty Interactive Corp. and General Communication, Inc. Approved at Special Meetings of Stockholders**

ENGLEWOOD, Colo. & ANCHORAGE, Alaska--(BUSINESS WIRE)-- Liberty Interactive Corporation ("LIC") (Nasdaq: OVCA, QVCB, LVNTA, LVNTB) and General Communication, Inc. ("GCI") (Nasdaq: GNCMA) today announced that, at their respective special meetings of stockholders, each held at their respective corporate headquarters on February 2, at 8:00 a.m. local time, the holders of GCI common stock and Liberty Ventures common stock entitled to vote at each meeting approved the proposals relating to the previously announced proposed transactions between GCI and LIC.

As a result, GCI has filed restated articles of incorporation (the "restated GCI articles") with the Commissioner of the Department of Commerce, Community and Economic Development of the State of Alaska (the "Alaska Commissioner") which will, among other things, change the name of GCI to "GCI Liberty, Inc.", effect the reclassification of shares of GCI's existing Class A common stock and Class B common stock into shares of Class A-1 common stock and Class B-1 common stock, respectively, and provide for the terms of the auto conversion of the Class A-1 common stock and Class B-1 common stock in connection with the completion of the proposed transactions, each as more fully described in the joint proxy statement/prospectus relating to the special meetings and the proposed transactions. The restated GCI articles are subject to review and acceptance by the Alaska Commissioner and neither GCI nor LIC can give any assurance regarding the timing of the review. GCI and LIC will provide notice regarding the acceptance of the restated GCI articles, as well as updates regarding other key steps to the completion of the proposed transactions, as appropriate.

GCI and LIC still expect that the closing of the proposed transactions will occur in the first quarter of 2018. In connection with the proposed transactions, the contemplated reattribution of certain assets and liabilities from the Liberty Ventures Group to the OVC Group will occur following the completion of the auto conversion (as described more fully in the joint proxy statement/prospectus) but prior to the commencement of trading on the day on which the acquisition of a controlling stake in GCI Liberty is completed.

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 completion of the proposed transactions between LIC and GCI and the Alaska Commissioner's acceptance of the restated GCI articles. 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 acceptance of the restated GCI articles by the Alaska Commissioner and the satisfaction of conditions to the proposed transactions. These forward-looking statements speak only as of the date of this press release, and each of LIC and GCI expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in LIC's or GCI'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 LIC and GCI, including their most recent Forms 10-K and 10-Q, for additional information about LIC, GCI and about the risks and uncertainties related to LIC's and GCI's respective businesses which may affect the statements made in this press release.*

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Additional Information

*Nothing in this press release shall constitute a solicitation to buy or an offer to sell shares of GCI Liberty, GCI common stock or any of LIC's tracking stocks. The offer and issuance of shares in the proposed transactions will only be made pursuant to GCI's effective registration statement. LIC stockholders, GCI shareholders and other investors are urged to read the registration statement and the joint proxy statement/prospectus regarding the proposed transactions and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they contain important information about the proposed transactions. Copies of these 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 are also available, without charge, by directing a request to Liberty Interactive Corporation, 12300 Liberty Boulevard, Englewood, Colorado 80112, Attention: Investor Relations, Telephone: (720) 875-5420. GCI investors can access additional information at [ir.gci.com](http://ir.gci.com).*

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About General Communication, Inc.

GCI is the largest communications provider in Alaska, providing data, wireless, video, voice and managed services to consumer and business customers throughout Alaska and nationwide. Headquartered in Alaska, GCI has delivered services for nearly 40 years to some of the most remote communities and in some of the most challenging conditions in North America. Learn more about GCI at [www.gci.com](http://www.gci.com).

**Liberty Interactive Corporation**

Courtnee Chun, 720-875-5420

**General Communication, Inc.**

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Source: Liberty Interactive Corporation

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