

TripAdvisor, Inc.  
Form 425  
November 22, 2011

**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) November 21, 2011**

**EXPEDIA, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**000-51447**  
(Commission

File Number)

**20-2705720**  
(I.R.S. Employer

Identification No.)

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**333 108<sup>th</sup> Avenue NE**

**Bellevue, Washington 98004**

**(Address of principal executive offices) (Zip code)**

**(425) 679-7200**

**Registrant's telephone number, including area code**

**Not Applicable**

**(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:

- ☒ 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))

**Item 8.01. Other Events.**

On April 7, 2011, Expedia, Inc. ( "Expedia" ) announced that its Board of Directors had preliminarily approved a plan to spin-off the domestic and international operations previously associated with Expedia's TripAdvisor Media Group into a new, separately traded public company (the "Spin-Off" ). Upon completion of the Spin-Off, the spun-off operations will be held by TripAdvisor, Inc. ( "TripAdvisor" ).

Expedia and TripAdvisor previously filed a joint Registration Statement on Form S-4 (File Nos. 333-175828 and 333-175828-1) in connection with the annual meeting of stockholders of Expedia scheduled to be held on December 6, 2011, at which, among other matters, stockholders of Expedia will consider and vote upon certain Spin-Off-related proposals. As disclosed in the Registration Statement, Expedia expects, at the time of the Spin-Off (a) that it will enter into an amended and restated Governance Agreement with Liberty Interactive Corporation (formerly Liberty Media Corporation) ( "Liberty" ) and Mr. Barry Diller and that Liberty and Mr. Diller will enter into an amended and restated Stockholders Agreement with respect to Expedia, and (b) that TripAdvisor will enter into a Governance Agreement with Liberty and Mr. Diller and that Liberty and Mr. Diller will enter into a Stockholders Agreement with respect to TripAdvisor. The forms of such agreements expected to be entered into at the time of the Spin-Off are attached to this report as Exhibits 99.1, 99.2, 99.3 and 99.4, respectively, and are incorporated herein by reference.

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

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description</b>
99.1	Form of Amended and Restated Governance Agreement among Expedia, Inc., Liberty Interactive Corporation and Barry Diller
99.2	Form of Amended and Restated Stockholders Agreement between Liberty Interactive Corporation and Barry Diller (with respect to Expedia, Inc.)
99.3	Form of Governance Agreement among TripAdvisor, Inc., Liberty Interactive Corporation and Barry Diller
99.4	Form of Stockholders Agreement between Liberty Interactive Corporation and Barry Diller (with respect to TripAdvisor, Inc.)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EXPEDIA, INC.**

By: /s/ Dara Khosrowshahi  
Dara Khosrowshahi  
President and Chief Executive Officer

Dated: November 21, 2011

**EXHIBIT INDEX**

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