

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

SCHEDULE TO

AMENDMENT NO. 3
(RULE 14D-100)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

zulily, inc.

(Name of Subject Company)

MOCHA MERGER SUB, INC.

(Offeror)

LIBERTY INTERACTIVE CORPORATION

(Parent of Offeror)
(Names of Filing Persons)

CLASS A COMMON STOCK, \$0.0001 PAR VALUE
(Title of Class of Securities)

989774104
(CUSIP Number of Class of Securities)

CLASS B COMMON STOCK, \$0.0001 PAR VALUE
(Title of Class of Securities)

989774203
(CUSIP Number of Class of Securities)

Richard N. Baer
Senior Vice President and General Counsel
Liberty Interactive Corporation
12300 Liberty Boulevard
Englewood, Colorado 80112
(720) 875-5300

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copy to:

Robert W. Murray, Jr.
Renee Wilm
Jonathan Gordon
Baker Botts L.L.P.
30 Rockefeller Plaza
New York, New York 10112
(212) 408-2500

CALCULATION OF FILING FEE

Transaction Valuation(1)
\$1,161,004,518.96

Amount of Filing Fee(2)
\$134,908.73

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), based on (a) the product of (i) \$17.76, which represents the average of the high and low sales prices of zulily, inc. ("zulily") Class A common stock as reported on the Nasdaq Global Select Market on August 28, 2015 and (ii) 138,544,692, which represents the number of shares of zulily Class A common stock and Class B common stock outstanding as of August 28, 2015, plus the aggregate number of shares of zulily Class A common stock and Class B common stock issuable upon exercise and conversion of all outstanding stock options and restricted stock units as of such date minus (b) \$1,298,856,487.50, the estimated minimum aggregate amount of cash to be paid by Liberty Interactive in the exchange offer and subsequent merger.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Exchange Act of 1934 equals 0.0001162 multiplied by the transaction valuation.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$134,908.73
Form or Registration No.: Form S-4

Filing Party: Liberty Interactive Corporation
Date Filed: September 1, 2015

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (as amended from time to time, the "Schedule TO") filed by Liberty Interactive Corporation, a Delaware corporation ("Liberty Interactive"), and Mocha Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Liberty Interactive ("Purchaser") with the Securities and Exchange Commission (the "SEC") on September 1, 2015, as amended by Amendment No. 1 to the Schedule TO filed with the SEC on September 11, 2015 and Amendment No. 2 to the Schedule TO filed with the SEC on September 17, 2015. The Schedule TO relates to the offer (the "Offer") by Purchaser to exchange each issued and outstanding share of common stock of zulily, inc., a Delaware corporation ("zulily"), for consideration (the "Offer Consideration") consisting of:

- \$9.375 in cash, without interest, and
- 0.3098 of a share of Series A QVC Group common stock of Liberty Interactive, par value \$0.01 per share,

subject to the terms and conditions described in the Prospectus/Offer to Exchange (as defined below) and the related Letter of Transmittal (as defined below). Capitalized terms used not but not otherwise defined herein have the meanings ascribed to such terms in the Schedule TO and the related exhibits incorporated therein by reference.

The Offer is being made pursuant to an Agreement and Plan of Reorganization, dated as of August 16, 2015 (as it may be amended from time to time, the "Reorganization Agreement"), by and among Liberty Interactive, Purchaser, Ziggy Merger Sub, LLC, a Delaware limited liability company and a direct wholly owned merger subsidiary of Liberty Interactive ("Merger Sub 2"), and zulily, which contemplates the Offer and the subsequent merger of Purchaser with and into zulily (the "first merger") with zulily surviving. In the first merger, which is expected to occur on the same day the Offer is consummated, each outstanding share of zulily common stock that Purchaser did not acquire in the Offer, other than those shares held by Liberty Interactive, Purchaser, Merger Sub 2 or zulily, or stockholders of zulily who properly demand appraisal in accordance with Delaware law (and who do not fail to perfect or otherwise effectively withdraw their demand or otherwise waive or lose their right to appraisal), will automatically be converted into the Offer Consideration. Immediately after the first merger, (i) zulily will become a wholly owned subsidiary of Liberty Interactive, and the former zulily stockholders will no longer have any direct ownership interest in zulily or its business and (ii) zulily will merge with and into Merger Sub 2 (the "second merger"). Merger Sub 2 will survive and be renamed "zulily, llc." The first merger and the second merger are referred to together as the "mergers."

On September 1, 2015, Liberty Interactive filed with the SEC a registration statement on Form S-4 (the "Registration Statement") relating to the shares of Liberty Interactive Series A QVC Group common stock to be issued to zulily stockholders and holders of stock options and restricted stock units in the Offer and the mergers. The terms and conditions of the Offer and the mergers are described in the Prospectus/Offer to Exchange, which is a part of the Registration Statement (the "Prospectus/Offer to Exchange"), and the related letter of transmittal (the "Letter of Transmittal"), which are filed as Exhibits (a)(4) and (a)(1)(A) hereto, respectively.

Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus/Offer to Exchange and the Letter of Transmittal, including any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by Liberty Interactive or Purchaser, is hereby expressly incorporated into this Schedule TO by reference in response to Items 1 through 11 of this Schedule TO and is supplemented by the information specifically provided for in this Schedule TO. The Reorganization Agreement, a copy of which is filed as Exhibit (d)(1) hereto, is incorporated into this Schedule TO by reference.

Items 1 through 11.

Items 1, 4(a) and 11(a) are hereby amended and supplemented by adding the following text thereto:

Liberty Interactive today announced that it has extended the expiration of the Offer to 12:00 midnight (one minute after 11:59 p.m.) Eastern Time, on September 30, 2015. All other terms and conditions of the Offer remain unchanged. The extended expiration date is expected to allow for a quarter end closing of the Transaction, which will enable Liberty Interactive to begin consolidating zulily as of the beginning of the fourth quarter.

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The depository for the Offer has advised that, as of 5:00 p.m., Eastern Time, on September 18, 2015, (i) a total of approximately 28,529 shares of zulily Class A common stock were validly tendered and not validly withdrawn in the Offer and (ii) no shares of zulily Class B common stock were validly tendered in the Offer.

Item 12. Exhibits.

Item 12 of the Schedule TO is amended and supplemented by adding the following exhibit:

(a)(5)(J) Press release issued by Liberty Interactive, dated September 21, 2015 (incorporated by reference to Exhibit 99.1 to Liberty Interactive's Form 8-K filed with the SEC on September 21, 2015)

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SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 21, 2015

MOCHA MERGER SUB, INC.

By: /s/ Richard N. Baer
Name: Richard N. Baer
Title: Senior Vice President and General Counsel

LIBERTY INTERACTIVE CORPORATION

By: /s/ Richard N. Baer
Name: Richard N. Baer
Title: Senior Vice President and General Counsel

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