

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

**SCHEDULE TO**

AMENDMENT NO. 5  
(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)

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, Amendment No. 2 to the Schedule TO filed with the SEC on September 17, 2015, Amendment No. 3 to the Schedule TO filed with the SEC on September 21, 2015 and Amendment No. 4 to the Schedule TO filed with the SEC on September 23, 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 (as amended from time to time, the “Registration Statement”), as amended by Amendment No. 1 to the Registration Statement filed with the SEC on September 23, 2015, 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 Registration Statement was declared effective by the SEC on September 23, 2015. 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.

#### **Item 11. Additional Information.**

Item 11(a) of the Schedule TO is hereby amended and supplemented by adding the following to the end of the subsection entitled “Certain Legal Proceedings”:

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On September 23, 2015, zulily, members of the zulily board of directors, Liberty Interactive, Purchaser and Merger Sub 2 entered into a memorandum of understanding in connection with the actions captioned Patrick Pisano, et al. v. Zulily, Inc., et al., Case No. 15-cv-01424, Karan Jugal, et al. v. Zulily, Inc., et al., Case No. 15-cv-01447 and Scott Mao, et al. v. Zulily, Inc., et al., Case No. 15-cv-01479 (collectively, the “Federal Actions”), pending in the United States District Court for the Western District of Washington at Seattle (the “District Court”), and the actions captioned Harry Jackson, et al. v. Zulily, Inc., et al., Case No. 11440 and Krishna Mada, et al. v. Zulily, Inc., et al., Case No. 11529, pending in the Court of Chancery of the State of Delaware (the “Delaware Actions,” and together with the Federal Actions, the “Actions”), which sets forth an agreement in principle providing for a settlement of the Federal Actions and the claims in the Delaware Actions based on allegations that the Schedule 14D-9 is materially misleading and/or omits certain information (the “Delaware Disclosure Claims”). If the District Court approves the settlement as contemplated by the memorandum of understanding, the Federal Actions and the Delaware Disclosure Claims will be dismissed with prejudice on a class-wide basis. Claims in the Delaware Actions based on the alleged insufficiency of the transaction consideration and the zulily board of directors’ sale process are not being settled. As part of the settlement, zulily agreed to make certain additional disclosures related to the Offer and the mergers, which are set forth in Amendment No. 5 to the Schedule 14D-9. Reference is made to the Schedule 14D-9, as amended, for disclosures made in accordance with the memorandum of understanding. Nothing in this Amendment, Amendment No. 5 to the Schedule 14D-9 or the memorandum of understanding shall be deemed an admission of the legal necessity or materiality of any of the disclosures set forth herein or in Amendment No. 5 to the Schedule 14D-9. Defendants in the Actions deny all of the allegations made by the plaintiffs. Nevertheless, Liberty Interactive and defendants in the Actions have agreed to settle in order to avoid the burden and expense of further litigation.

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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 24, 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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