

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): **August 8, 2012**

**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))
-

### **Item 2.02. Results of Operations and Financial Condition**

On August 8, 2012, Liberty Interactive Corporation (the "Company") issued a press release (the "Earnings Release") setting forth information, including financial information regarding certain of its privately held assets, which is intended to supplement the financial statements and related Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Company's Quarterly Report on Form 10-Q for the six months ended June 30, 2012 filed with the Securities and Exchange Commission (the "SEC") on August 8, 2012.

This Item 2.02 and the Earnings Release attached hereto as Exhibit 99.1, insofar as they disclose historical information regarding the Company's results of operations or financial condition for the six months ended June 30, 2012, are being furnished to the SEC.

### **Item 3.03. Material Modification to Rights of Securities Holders**

On August 9, 2012, the Company completed a previously announced transaction whereby it recapitalized its common stock into two tracking stocks, the Liberty Interactive tracking stock and the Liberty Ventures tracking stock (the "recapitalization"). In order to effect the recapitalization, on August 9, 2012, the Company filed its Restated Certificate of Incorporation (the "Restated Charter") with the Delaware Secretary of State after the market close. The Restated Charter provided for the recapitalization of the Company's Liberty Interactive common stock into the Company's Series A Liberty Interactive common stock, Series B Liberty Interactive common stock, Series A Liberty Ventures common stock and Series B Liberty Ventures common stock (the "Company Common Stock"). The Restated Charter sets forth the terms of the Company Common Stock and describes the rights of holders of the Company Common Stock. Liberty Interactive common stock now tracks the businesses, assets and liabilities attributed to the Company's Liberty Interactive group, while Liberty Ventures common stock now tracks the businesses, assets and liabilities attributed to the Company's Liberty Ventures common stock. The Series A Liberty Ventures common stock and Series B Liberty Ventures common stock began trading on the Nasdaq Global Select Market on August 10, 2012 under the symbols "LVNTA," and "LVNTB." The Series A Liberty Interactive common stock and Series B Liberty Interactive common stock continues to trade on the Nasdaq Global Select Market under the symbols "LINTA" and "LINTB."

The sections of Amendment No. 3 to the Company's Registration Statement on Form S-4, filed with the SEC on June 29, 2012, entitled "Description of Liberty Interactive Common Stock and Liberty Ventures Common Stock Under Our Restated Charter and Comparison to Existing Liberty Interactive Common Stock Under Our Current Charter" and "Other Provisions of the Restated Charter," which describe certain provisions of the Restated Charter, are incorporated herein by reference. These descriptions are qualified in their entirety by reference to the full text of the Restated Charter, which is incorporated by reference as Exhibit 3.1 to this report on Form 8-K.

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

At the Company's annual meeting of stockholders held on August 8, 2012 (the "Annual Meeting"), the following proposals were considered and acted upon by the stockholders of the Company: (1) a proposal to amend and restate the Company's certificate of incorporation to create a new tracking stock to be designated the Liberty Ventures common stock and to make certain conforming changes to the Company's existing Liberty Interactive common stock (the "Tracking Stock Proposal"); (2) a proposal to authorize the adjournment of the annual meeting by the Company to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the annual meeting to approve the Tracking Stock Proposal (the "Adjournment Proposal"); (3) a proposal to elect Michael A. George, Gregory B. Maffei and M. LaVoy Robison to continue serving as Class II members of the Company's board of directors until the 2015 annual meeting of stockholders or their earlier resignation or removal; and (4) a proposal to ratify the selection of KPMG LLP as the Company's independent auditors for the fiscal year ending December 31, 2012 (the "Auditor Ratification Proposal"). The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each proposal are set forth below.

1. The Tracking Stock Proposal

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
527,370,695	153,768,666	258,358	55,452,950

Accordingly, the Tracking Stock Proposal was approved.

2. The Adjournment Proposal

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
569,841,628	165,983,992	1,021,620	3,429

Accordingly, the Adjournment Proposal was approved.

3. Election of the following Nominees to the Company's Board of Directors

<b>Director Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Michael A. George	660,517,595	20,884,193	55,448,881
Gregory B. Maffei	652,968,933	28,432,855	55,448,881
M. LaVoy Robison	675,218,571	6,183,217	55,448,881

Accordingly, the foregoing nominees were re-elected to the Company's board of directors.

4. The Auditor Ratification Proposal

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
733,673,056	2,375,303	802,310	—

Accordingly, the Auditor Ratification Proposal was approved.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Name</u>
3.1	Form of Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to Amendment No. 3 to the Registrant's Form 8-A (File No. 001-33982) as filed on August 2, 2012).
99.1	Press Release dated August 8, 2012

**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: August 10, 2012

LIBERTY INTERACTIVE CORPORATION

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

**EXHIBIT INDEX**

<u>Exhibit No.</u>	Name
3.1	Form of Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to Amendment No. 3 to the Registrant's Form 8-A (File No. 001-33982) as filed on August 2, 2012).
99.1	Press Release dated August 8, 2012



## LIBERTY INTERACTIVE REPORTS SECOND QUARTER 2012 FINANCIAL RESULTS

Englewood, Colorado, August 8, 2012 - Liberty Interactive Corporation ("Liberty Interactive") (Nasdaq: LINTA, LINTB) today reported second quarter results. Highlights include<sup>(1)</sup>:

- Grew consolidated QVC revenue by 4% and adjusted OIBDA<sup>(2)</sup> by 5%
  - Received government approval and finalized our joint venture in China in July
  - Raised \$500 million in 10-year senior secured notes with a coupon of 5.125%
  - QVC.com revenue as a percent of total US revenue increased to 39%
  - Operating income increased 7%
- Holding annual stockholder meeting today to vote on creation of new Liberty Ventures tracking stock
- Repurchased \$257 million of Liberty Interactive stock from May 1, 2012 through June 29, 2012, after which we mailed our proxy statement

"QVC continues to produce solid results despite a challenging macroeconomic environment. We were pleased we received government approval in China and finalized our joint venture with China National Radio in July," stated Greg Maffei, Liberty Interactive President and CEO. "We have a stockholder vote later today and expect our new Liberty Ventures tracking stock to begin trading on August 10. We continued our share repurchases reinvesting \$257 million."

Liberty Interactive's revenue increased 5% to \$2.4 billion in the second quarter, adjusted OIBDA increased 1% to \$455 million and operating income increased 1% to \$290 million. The increase in revenue was due to favorable results at QVC and the eCommerce companies. The increase in adjusted OIBDA and operating income for the quarter was due to favorable results at QVC which were offset by diminished results at the eCommerce companies.

### **QVC**

QVC's consolidated revenue increased 4% in the second quarter to \$2.0 billion. During the same period, adjusted OIBDA increased 5% to \$438 million and operating income increased 7% to \$301 million.

“QVC's performance was driven by another strong quarter of eCommerce and mobile purchasing, a trend that continues to accelerate across our global markets,” said QVC President and CEO, Mike George. “Our customers are embracing QVC's unique digital shopping experience, fueled by great values on distinctive products across each of our growing platforms.”

QVC's U.S. revenue increased 4% to \$1.3 billion in the second quarter, while gross product revenue increased 5% as a result of strength in beauty, electronics and apparel products. This was reduced to a 4% increase overall due to an increase in second quarter returns as a percent of gross product revenue of 117 basis points primarily due to increased return rates in apparel, health, beauty and jewelry due to the mix of products within those categories. Average selling price ("ASP") increased 5% from \$52.02 to \$54.84, while units sold remained flat compared to the prior year second quarter. In the same period, eCommerce revenue increased 15% to \$498 million and grew to 39% from 35% as a percentage of total U.S. revenue. Adjusted OIBDA increased 3% to \$315 million, with adjusted OIBDA margin<sup>(2)</sup> decreasing slightly due to lower product margins.

QVC's international revenue increased 4% in the second quarter to \$694 million. The second quarter results included the negative impact of the strengthening of the U.S. Dollar against the Euro and U.K. Pound Sterling that was somewhat offset by the positive impact of the weakening of the U.S. Dollar against the Japanese Yen. International adjusted OIBDA increased 9% to \$123 million and adjusted OIBDA margin increased 76 basis points in the second quarter.

QVC Japan's revenue grew 13% in local currency in the second quarter primarily due to increased sales in home and apparel as well as the earthquake and related events experienced last March. QVC Japan's ASP in local currency increased 3% and units shipped increased 12% in the second quarter. QVC Japan's second quarter returns as a percent of gross product revenue in local currency increased by 144 basis points primarily due to higher return rates in apparel, jewelry and home due to the mix of products within

those categories. QVC Japan's adjusted OIBDA in local currency increased 16% and adjusted OIBDA margin increased 65 basis points in the second quarter. The increase in adjusted OIBDA margin was due primarily to lower commissions expense as a result of contract renegotiations and fixed commission fee revenue leverage as well as a higher absorption of warehouse and call center costs due to increased revenue. Product margins also increased primarily due to higher product margins in the beauty category.

QVC Germany's revenue declined 1% in local currency in the second quarter primarily due to decreased sales in health and fitness and apparel, somewhat offset by increased sales of beauty products. QVC Germany's ASP in local currency decreased 3% and units shipped declined 1% in the second quarter. QVC Germany's second quarter returns as a percent of gross product revenue in local currency improved by 219 basis points and was primarily due to a shift in mix from apparel to beauty. QVC Germany's adjusted OIBDA in local currency increased 7% and adjusted OIBDA margin increased 127 basis points in the second quarter. The improvement in OIBDA margin was driven by a reversal of earlier bonus accruals to better reflect current business results, along with expense management and lower returns volume.

QVC UK's revenue increased 4% in local currency in the second quarter primarily due to sales increases in beauty and apparel products. QVC UK's ASP in local currency increased 3% and units shipped increased 1% for the second quarter. QVC UK's second quarter returns as a percent of gross product revenue in local currency increased by 37 basis points primarily due to a product mix shift to apparel. QVC UK's adjusted OIBDA in local currency decreased 16% and adjusted OIBDA margin decreased 342 basis points in the second quarter. The decrease in adjusted OIBDA margin was primarily due to higher duplicate running costs including an existing lease cancellation accrual associated with the transition to the UK's new headquarters in June 2012.

QVC Italy continued the trend upward with a 21% sequential sales growth in local currency over the first quarter of 2012. QVC Italy's sales were primarily from the home, beauty and apparel product categories.

QVC's outstanding bank and bond debt was \$2.3 billion at June 30, 2012.



### **eCommerce Businesses**

In the aggregate, Liberty Interactive's eCommerce businesses increased revenue 13% to \$391 million for the second quarter. Adjusted OIBDA decreased 36% to \$23 million for the quarter and operating income decreased to a loss of \$1 million. All but one of our eCommerce businesses reported an increase in revenue for the quarter as a result of increased marketing efforts driving additional traffic and increased conversion resulting from site optimization and broader inventory offerings. The decrease in adjusted OIBDA was the result of legal settlements, increased spending in paid search as a percentage of revenue, increased promotional activity to move seasonal inventory, lower advertising revenue due to pricing and a shift to mobile applications and a management compensation arrangement to retain key personnel for transition purposes at one of our eCommerce subsidiaries.

### **Share Repurchases**

From May 1, 2012 through June 29, 2012, after which we mailed our proxy statement, Liberty Interactive repurchased approximately 14.7 million Series A Liberty Interactive shares at an average cost per share of \$17.52 for total cash consideration of \$257.4 million. Since the creation of the Liberty Interactive stock in May 2006, Liberty Interactive has repurchased approximately 172.2 million shares at an average cost per share of \$18.99 for aggregate cash consideration of \$3.3 billion. These repurchases represent approximately 24.6% of the shares outstanding at the time of creation of the Liberty Interactive stock. As of July 31, 2012, Liberty Interactive had approximately \$429 million remaining under its stock repurchase authorization.

Liberty Interactive holds controlling interests in companies that are engaged in digital commerce, including QVC, Provide Commerce, Backcountry.com, Bodybuilding.com, Celebrate Interactive, CommerceHub, and Right Start, and also owns interests in HSN, Tree.com, Interval Leisure Group, TripAdvisor, Expedia and Lockerz.

### **FOOTNOTES**

- 1) Liberty Interactive Corporation's President and CEO, Gregory B. Maffei, will discuss these highlights and other matters in Liberty Interactive's earnings conference call which will begin at 10:00 a.m. (ET) on August 8, 2012. For information regarding how to access the call, please see "Important Notice" later in this document.
- 2) For a definition of adjusted OIBDA and applicable reconciliations and a definition of adjusted OIBDA margin, see the accompanying schedules.

**LIBERTY INTERACTIVE CORPORATION FINANCIAL METRICS**

<i>(amounts in millions)</i>	2Q11	2Q12	% Change
<b>Revenue</b>			
QVC			
US	\$ 1,232	1,280	4 %
International	666	694	4 %
<b>Total QVC Revenue</b>	<b>1,898</b>	<b>1,974</b>	<b>4 %</b>
eCommerce businesses	347	391	13 %
<b>Total Liberty Interactive Revenue</b>	<b>\$ 2,245</b>	<b>2,365</b>	<b>5 %</b>
<b>Adjusted OIBDA</b>			
QVC			
US	\$ 305	315	3 %
International	113	123	9 %
<b>Total QVC Adjusted OIBDA</b>	<b>418</b>	<b>438</b>	<b>5 %</b>
eCommerce businesses	36	23	(36)%
Corporate and other	(4)	(6)	(50)%
<b>Total Liberty Interactive Adjusted OIBDA</b>	<b>\$ 450</b>	<b>455</b>	<b>1 %</b>
<b>Operating Income</b>			
QVC			
US	\$ 204	214	5 %
International	77	87	13 %
<b>Total QVC Operating Income</b>	<b>281</b>	<b>301</b>	<b>7 %</b>
eCommerce businesses	19	(1)	(105)%
Corporate and other	(12)	(10)	17 %
<b>Total Liberty Interactive Operating Income</b>	<b>\$ 288</b>	<b>290</b>	<b>1 %</b>

**QVC OPERATING METRICS**

<i>(amounts in millions except average sale price amounts)</i>	2Q11	2Q12	% Change
<b>QVC - US<sup>(1)</sup></b>			
Revenue	\$ 1,232	1,280	4 %
Adjusted OIBDA	\$ 305	315	3 %
Adjusted OIBDA margin	24.76 %	24.61 %	-15 bps
Average sale price (ASP)	\$ 52.02	54.84	5 %
Units sold	25.68	25.59	— %
eCommerce % of US revenue	35.08 %	38.89 %	381 bps
Return rate	18.44 %	19.61 %	-117 bps
<b>QVC - Japan<sup>(1)</sup></b>			
Revenue	\$ 269	310	15 %
Adjusted OIBDA	\$ 59	70	19 %
Adjusted OIBDA margin	21.93 %	22.58 %	65 bps
Average sale price (ASP)	6,179	6,376	3 %
Units sold	3.89	4.35	12 %
<b>QVC - Germany<sup>(1)</sup></b>			
Revenue	\$ 237	210	(11)%
Adjusted OIBDA	\$ 41	39	(5)%
Adjusted OIBDA margin	17.3 %	18.57 %	127 bps
Average sale price (ASP)	36.51	35.31	(3)%
Units sold	5.99	5.92	(1)%
<b>QVC - UK<sup>(1)</sup></b>			
Revenue	\$ 154	156	1 %
Adjusted OIBDA	\$ 26	21	(19)%
Adjusted OIBDA margin	16.88 %	13.46 %	-342 bps
Average sale price (ASP)	27.07	27.90	3 %
Units sold	3.74	3.79	1 %
<b>QVC - Italy<sup>(1)</sup></b>			
Revenue	\$ 6	18	200 %
Adjusted OIBDA	\$ (13)	(7)	46 %
Adjusted OIBDA margin	(216.67)%	(38.89)%	NM
Average sale price (ASP)	32.83	32.71	— %
Units sold	0.13	0.47	NM

(1) Revenue and adjusted OIBDA change calculated in US dollars, not local currency

## NOTES

Unless otherwise noted, the foregoing discussion compares financial information for the three months ended June 30, 2012 to the same period in 2011.

On September 23, 2011, Liberty Interactive completed the split-off of a wholly owned subsidiary, Liberty Media Corporation ("LMC") (formerly known as Liberty CapStarz, Inc. and Liberty Splitco, Inc.) (the "Split-Off"). At the time of the Split-Off, LMC owned all the assets, businesses and liabilities attributed to the Liberty Capital and Liberty Starz tracking stock groups immediately prior to the Split-Off. The Split-Off was effected by means of a redemption of all of the Liberty Capital common stock and Liberty Starz common stock of Liberty Interactive for all of the common stock of LMC. This transaction has been accounted for at historical cost due to the pro rata nature of the distribution.

Following the Split-Off, Liberty Interactive and LMC operate as separate, publicly traded companies, and neither has any stock ownership, beneficial or otherwise, in the other. In connection with the Split-Off, Liberty Interactive and LMC entered into certain agreements in order to govern certain of the ongoing relationships between the two companies after the Split-Off and to provide for an orderly transition. These agreements include a Reorganization Agreement, a Services Agreement, a Facilities Sharing Agreement and a Tax Sharing Agreement. Certain prior period amounts have been reclassified for comparability with the current presentation.

The following financial information is intended to supplement Liberty Interactive's consolidated statements of operations which are included in its Form 10-Q.

### Fair Value of Public Holdings

<i>(amounts in millions)</i>	3/31/2012	6/30/2012
Expedia <sup>(1)</sup>	\$ 1,157	1,664
TripAdvisor <sup>(1)</sup>	1,235	1,169
HSN <sup>(1)</sup>	761	808
Interval Leisure Group and Tree.com <sup>(1)</sup>	311	348
Non Strategic Public Holdings <sup>(2)</sup>	1,339	1,380
<b>Total Liberty Interactive</b>	<b>\$ 4,803</b>	<b>5,369</b>

(1) Represents fair value of Liberty Interactive's investments. In accordance with GAAP, Liberty Interactive accounts for these investments using the equity method of accounting and includes these investments in its consolidated balance sheet at their historical carrying values which aggregated \$1,137 million and \$1,160 million at March 31, 2012 and June 30, 2012, respectively.

(2) Represents Liberty Interactive's non-strategic public holdings which are accounted for at fair value.

## Cash and Debt

The following presentation is provided to separately identify cash and liquid investments and debt information.

<i>(amounts in millions)</i>	3/31/2012	6/30/2012
Cash and liquid investments <sup>(1)</sup>	\$ 802	790
<b>Less: Short-term marketable securities</b>	8	—
<b>Total Liberty Interactive Cash (GAAP)</b>	<b>\$ 794</b>	<b>790</b>
<b>Debt:</b>		
Senior notes and debentures <sup>(2)</sup>	\$ 1,100	1,100
Senior exchangeable debentures <sup>(3)</sup>	2,965	2,854
QVC senior notes <sup>(2)</sup>	2,000	2,000
QVC bank credit facility	382	302
Other	97	118
<b>Total Liberty Interactive Debt</b>	<b>6,544</b>	<b>6,374</b>
Unamortized discount	(19)	(19)
Fair market value adjustment	(342)	(306)
<b>Total Liberty Interactive Debt (GAAP)</b>	<b>\$ 6,183</b>	<b>6,049</b>

(1) Includes \$8 million of short-term marketable securities with an original maturity greater than 90 days as of March 31, 2012, which are included as other current assets on Liberty Interactive's balance sheet.

(2) Face amount of Senior Notes and Debentures with no reduction for the unamortized discount or fair market value adjustment.

(3) Face amount of Senior Exchangeable Debentures with no reduction for the unamortized discount or fair market value adjustment.

Total cash and liquid investments decreased \$12 million, primarily due to stock repurchases, debt repayments and capital expenditures. These cash outflows were partially offset by cash flow from operations at QVC and proceeds received from dispositions. Total debt decreased by \$170 million, primarily due to repayments on the QVC bank credit facility and \$111 million of extraordinary distributions made on the 3.5% senior exchangeable debentures as a result of the Motorola Mobility acquisition. These repayments were partially offset by borrowings at various eCommerce businesses.

**Important Notice:** Liberty Interactive Corporation (Nasdaq: LINTA, LINTB) President and CEO, Gregory B. Maffei will discuss Liberty Interactive's earnings release in a conference call that will begin at 10:00 a.m. (ET) on August 8, 2012. The call can be accessed by dialing (800) 967-7187 or (719) 457-2715 at least 10 minutes prior to the start time. Replays of the conference call can be accessed until 11:00 a.m. (ET) on August 15, 2012, by dialing (888) 203-1112 or (719) 457-0820 plus the pass code 4430057#. The call will also be broadcast live across the Internet and archived on our website. To access the webcast go to <http://www.libertyinteractive.com/events>. Links to this press release will also be available on the Liberty Interactive's website.

*This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about business strategies, market potential, future financial prospects, international expansion, new service and product offerings, the creation of the Liberty Ventures tracking stock, the continuation of our stock repurchase program, and other matters that are not historical facts. 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, possible changes in market acceptance of new products or services, competitive issues, regulatory matters affecting our businesses, continued access to capital on terms acceptable to Liberty Interactive, our ability to satisfy the conditions to the creation of the Liberty Ventures tracking stock and market conditions conducive to stock repurchases. These forward-looking statements speak only as of the date of this press release, and Liberty Interactive expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in Liberty Interactive'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 Liberty Interactive, including the most recent Forms 10-Q and 10-K, for additional information about Liberty Interactive and about the risks and uncertainties related to Liberty Interactive's business which may affect the statements made in this press release.*

### Additional Information

Nothing in this presentation shall constitute a solicitation to buy or an offer to sell shares of Liberty Interactive's proposed new tracking stock or Liberty Interactive's existing common stock. The offer and sale of shares of the proposed tracking stock will

only be made pursuant to Liberty Interactive's effective registration statement. Liberty Interactive stockholders and other investors are urged to read the registration statement filed with the SEC, including the definitive proxy statement/prospectus contained therein, because they contain important information about the issuance of shares of the proposed tracking stock. Copies of Liberty Interactive's 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) 875-5408.

Participants in a Solicitation

The directors and executive officers of Liberty Interactive and other persons may be deemed to be participants in the solicitation of proxies in respect of proposals relating to the approval of the issuance of the new tracking stock. Information regarding the directors and executive officers of Liberty Interactive and other participants in the proxy solicitation and a description of their respective direct and indirect interests, by security holdings or otherwise, is available in the definitive proxy materials filed with the SEC.

Contact: Courtnee Ulrich (720) 875-5420

**SUPPLEMENTAL INFORMATION**

As a supplement to Liberty Interactive's consolidated statements of operations, which are included in its Form 10-Q, the following is a presentation of quarterly information and operating metrics on a stand-alone basis for the largest privately held business (QVC) owned by Liberty Interactive at June 30, 2012, which Liberty Interactive has identified as a reportable segment.

Please see below for the definition of adjusted OIBDA and a discussion of why management believes the presentation of adjusted OIBDA for QVC provides useful information for investors. Schedule 2 to this press release provides a reconciliation of adjusted OIBDA for each identified reportable segment to that segment's operating income for the same period, as determined under GAAP.

QUARTERLY SUMMARY

<i>(amounts in millions)</i>	2Q11	3Q11	4Q11	1Q12	2Q12
<b>Liberty Interactive</b>					
<b>QVC</b>					
Revenue - US	\$ 1,232	1,196	1,792	1,240	1,280
Revenue - International	666	690	857	692	694
Revenue - Total	\$ 1,898	1,886	2,649	1,932	1,974
Adjusted OIBDA - US	305	259	401	270	315
Adjusted OIBDA - International	113	114	178	120	123
Adjusted OIBDA - Total	\$ 418	373	579	390	438
Operating income - US	204	159	254	171	214
Operating income - International	77	75	143	87	87
Operating income - Total	\$ 281	234	397	258	301
Gross margin - US	37.5%	35.7%	34.6%	35.6%	37.2%
Gross margin - International	38.0%	36.7%	37.4%	37.7%	38.1%

**NON-GAAP FINANCIAL MEASURES**

This press release includes a presentation of adjusted OIBDA, which is a non-GAAP financial measure, for Liberty Interactive, QVC (and certain of its subsidiaries), and the eCommerce businesses together with a reconciliation to that entity's operating income, as determined under GAAP. Liberty Interactive defines adjusted OIBDA as revenue less cost of sales, operating expenses, and selling, general and administrative expenses (excluding stock and other equity-based compensation) and excludes from that definition depreciation and amortization and restructuring and impairment charges that are included in the measurement of operating income pursuant to GAAP. Further, this press release includes adjusted OIBDA margin which is also a non-GAAP financial measure. Liberty Interactive defines adjusted OIBDA margin as adjusted OIBDA divided by revenue.

Liberty Interactive believes adjusted OIBDA is an important indicator of the operational strength and performance of its businesses, including each business' ability to service debt and fund capital expenditures. In addition, this measure allows management to view operating results and perform analytical comparisons and benchmarking between businesses and identify strategies to improve performance. Because adjusted OIBDA is used as a measure of operating performance, Liberty Interactive views operating income as the most directly comparable GAAP measure. Adjusted OIBDA is not meant to replace or supersede operating income or any other GAAP measure, but rather to supplement such GAAP measures in order to present investors with the same information that Liberty Interactive's management considers in assessing the results of operations and performance of its assets. Please see the attached schedules for applicable reconciliations.

#### SCHEDULE 1

The following table provides a reconciliation of Liberty Interactive's adjusted OIBDA to its operating income calculated in accordance with GAAP for the three months ended June 30, 2011, September 30, 2011, December 31, 2011, March 31, 2012 and June 30, 2012, respectively.

#### QUARTERLY SUMMARY

<i>(amounts in millions)</i>	2Q11	3Q11	4Q11	1Q12	2Q12
<b>Liberty Interactive</b>					
Adjusted OIBDA	\$ 450	377	618	418	455
Depreciation and amortization	(148)	(151)	(193)	(143)	(147)
Stock compensation expense	(14)	(2)	(17)	(17)	(18)
<b>Operating Income</b>	<b>\$ 288</b>	<b>224</b>	<b>408</b>	<b>258</b>	<b>290</b>

#### SCHEDULE 2

The following table provides a reconciliation of adjusted OIBDA for QVC (and certain of its subsidiaries) and the eCommerce businesses to that reportable segment's operating income (loss) calculated in accordance with GAAP for the three months ended June 30, 2011, September 30, 2011, December 31, 2011, March 31, 2012 and June 30, 2012, respectively.

#### QUARTERLY SUMMARY

<i>(amounts in millions)</i>	2Q11	3Q11	4Q11	1Q12	2Q12
<b>Liberty Interactive</b>					
<b>QVC Adjusted OIBDA</b>					
QVC US	\$ 305	259	401	270	315
QVC Japan	59	61	78	63	70
QVC Germany	41	40	69	46	39
QVC UK	26	24	40	20	21
QVC Italy	(13)	(11)	(9)	(9)	(7)
<b>QVC International adjusted OIBDA</b>	<b>\$ 113</b>	<b>114</b>	<b>178</b>	<b>120</b>	<b>123</b>
Consolidated QVC adjusted OIBDA	\$ 418	373	579	390	438
Depreciation and amortization	(131)	(133)	(176)	(127)	(129)
Stock compensation	(6)	(6)	(6)	(5)	(8)
<b>Operating Income</b>	<b>\$ 281</b>	<b>234</b>	<b>397</b>	<b>258</b>	<b>301</b>
<b>eCommerce Businesses</b>					
Adjusted OIBDA	\$ 36	9	49	34	23
Depreciation and amortization	(16)	(17)	(17)	(17)	(16)
Stock compensation	(1)	6	(2)	(2)	(8)
<b>Operating Income (Loss)</b>	<b>\$ 19</b>	<b>(2)</b>	<b>30</b>	<b>15</b>	<b>(1)</b>

**LIBERTY INTERACTIVE CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEET (unaudited)**

	<u>6/30/2012</u>	<u>12/31/2011</u>
	amounts in millions	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 790	847
Trade and other receivables, net	664	1,054
Inventory, net	1,096	1,071
Other current assets	87	148
<b>Total current assets</b>	<b>2,637</b>	<b>3,120</b>
Investments in available-for-sale securities and other cost investments	1,384	1,168
Investments in affiliates, accounted for using the equity method	1,213	1,135
Property and equipment, at cost	2,093	2,002
Accumulated depreciation	(925)	(869)
	1,168	1,133
Intangible assets not subject to amortization:		
Goodwill	5,985	5,978
Trademarks	2,525	2,518
	8,510	8,496
Intangible assets subject to amortization, net	2,045	2,209
Other assets, at cost, net of accumulated amortization	74	78
<b>Total assets</b>	<b>\$ 17,031</b>	<b>17,339</b>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 482	599
Accrued liabilities	682	801
Current portion of debt	1,485	1,189
Deferred income tax liabilities	836	851
Other current liabilities	372	128
<b>Total current liabilities</b>	<b>3,857</b>	<b>3,568</b>
Long-term debt, including \$2,548 million and \$2,443 million measured at fair value	4,564	4,850
Deferred income tax liabilities	2,083	2,046
Other liabilities	218	248
<b>Total liabilities</b>	<b>10,722</b>	<b>10,712</b>
Equity:		
Total stockholders' equity	6,177	6,493
Noncontrolling interests in equity of subsidiaries	132	134
<b>Total equity</b>	<b>6,309</b>	<b>6,627</b>
Commitments and contingencies		
<b>Total liabilities and equity</b>	<b>\$17,031</b>	<b>17,339</b>



**LIBERTY INTERACTIVE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (unaudited)**

	Three months ended		Six months ended	
	<u>6/30/2012</u>	<u>6/30/2011</u>	<u>6/30/2012</u>	<u>6/30/2011</u>
	amounts in millions			
<b>REVENUE AND GROSS PROFIT:</b>				
Net retail sales	\$ 2,365	2,245	4,679	4,404
Cost of sales (exclusive of depreciation shown separately below)	1,488	1,398	2,954	2,775
Gross Profit	<u>877</u>	<u>847</u>	<u>1,725</u>	<u>1,629</u>
<b>OPERATING COSTS AND EXPENSES:</b>				
Operating	199	209	407	412
Selling, general and administrative, including stock-based compensation	241	202	480	419
Depreciation and amortization	147	148	290	297
	<u>587</u>	<u>559</u>	<u>1,177</u>	<u>1,128</u>
Operating income	290	288	548	501
<b>OTHER INCOME (EXPENSE):</b>				
Interest expense	(107)	(107)	(213)	(221)
Share of earnings (losses) of affiliates, net	35	37	46	57
Realized and unrealized gains (losses) on financial instruments, net	(160)	89	(178)	30
Gains (losses) on dispositions, net	288	—	288	—
Other, net	30	3	33	21
	<u>86</u>	<u>22</u>	<u>(24)</u>	<u>(113)</u>
Earnings (loss) from continuing operations before income taxes	376	310	524	388
Income tax (expense) benefit	(127)	(115)	(170)	(130)
Earnings (loss) from continuing operations	249	195	354	258
Earnings (loss) from discontinued operations, net of taxes	—	74	—	410
Net earnings (loss)	249	269	354	668
Less net earnings (loss) attributable to the noncontrolling interests	15	12	29	22
Net earnings (loss) attributable to Liberty Interactive Corporation shareholders	<u>\$ 234</u>	<u>257</u>	<u>325</u>	<u>646</u>
Net earnings (loss) attributable to Liberty Interactive Corporation shareholders:				
Liberty Capital common stock	NA	8	NA	301
Liberty Starz common stock	NA	67	NA	119
Liberty Interactive common stock	<u>\$ 234</u>	<u>182</u>	<u>325</u>	<u>226</u>
	<u>\$ 234</u>	<u>257</u>	<u>325</u>	<u>646</u>

**LIBERTY INTERACTIVE CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (unaudited)**

	Six months ended	
	<u>6/30/2012</u>	<u>6/30/2011</u>
	amounts in millions	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net earnings	\$ 354	668
Adjustments to reconcile net earnings to net cash provided by operating activities:		
(Earnings) loss from discontinued operations	—	(410)
Depreciation and amortization	290	297
Stock-based compensation	35	30
Share of (earnings) losses of affiliates, net	(46)	(57)
Realized and unrealized (gains) losses on financial instruments, net	178	(30)
(Gains) losses on disposition of assets, net	(288)	—
Deferred income tax expense (benefit)	26	(44)
Other, net	(14)	(50)
Changes in operating assets and liabilities		
Current and other assets	357	230
Payables and other liabilities	(162)	(302)
<b>Net cash provided (used) by operating activities</b>	<b>730</b>	<b>332</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Cash proceeds from dispositions	348	—
Investment in and loans to cost and equity investees	(108)	(7)
Capital expended for property and equipment	(151)	(103)
Net sales (purchases) of short term investments	46	(48)
Other investing activities, net	(40)	1
<b>Net cash provided (used) by investing activities</b>	<b>95</b>	<b>(157)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Borrowings of debt	666	192
Repayments of debt	(873)	(393)
Repurchases of Liberty Interactive common stock	(637)	—
Other financing activities, net	(26)	(42)
<b>Net cash provided (used) by financing activities</b>	<b>(870)</b>	<b>(243)</b>
Effect of foreign currency exchange rates on cash	(12)	11
Net cash provided (used) by discontinued operations:		
Cash provided (used) by operating activities	—	294
Cash provided (used) by investing activities	—	144
Cash provided (used) by financing activities	—	(146)
Change in available cash held by discontinued operations	—	(276)
Net cash provided (used) by discontinued operations	—	16
Net increase (decrease) in cash and cash equivalents	(57)	(41)
Cash and cash equivalents at beginning of period	847	1,353
<b>Cash and cash equivalents at end of period</b>	<b>\$ 790</b>	<b>1,312</b>