

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): **May 18, 2016**

**LIBERTY INTERACTIVE CORPORATION**

(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| <b>Delaware</b>   | <b>001-33982</b>            | <b>84-1288730</b>                       |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

**12300 Liberty Boulevard**  
**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))
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## **Item 2.01 Completion of Acquisition or Disposition of Assets**

On May 18, 2016, pursuant to the Agreement and Plan of Mergers, dated as of May 23, 2015, by and among Time Warner Cable Inc. ("TWC"), Charter Communications, Inc. ("Legacy Charter"), CCH I, LLC ("New Charter"), then a wholly owned subsidiary of Legacy Charter, Nina Corporation I, Inc. ("Merger Subsidiary One"), Nina Company II, LLC ("Merger Subsidiary Two"), a wholly owned subsidiary of New Charter, and Nina Company III, LLC ("Merger Subsidiary Three"), a wholly owned subsidiary of New Charter, the parties completed a series of transactions pursuant to which, among other things, (i) following the exchange of shares contemplated by the Charter Contribution Agreement (as defined below), Merger Subsidiary One merged with and into TWC, with TWC continuing as the surviving corporation (the "First Company Merger"), (ii) immediately after the First Company Merger, TWC merged with and into Merger Subsidiary Two, with Merger Subsidiary Two continuing as the surviving entity (the "Second Company Merger"), and (iii) immediately after the Second Company Merger, Legacy Charter merged with and into Merger Subsidiary Three, with Merger Subsidiary Three continuing as the surviving entity and a wholly owned subsidiary of New Charter (the "Third Merger" and collectively, the "TWC Transactions"), which resulted in Legacy Charter and TWC becoming wholly owned subsidiaries of New Charter.

Also on May 18, 2016, pursuant to the Contribution Agreement, dated as of March 31, 2015, by and among New Charter, Legacy Charter, Advance/Newhouse Partnership ("A/N"), A/NPC Holdings LLC ("A/NPC") and Charter Communications Holdings, LLC ("Charter Holdco") (the "Contribution Agreement"), as amended by the First Amendment to the Contribution Agreement, dated May 23, 2015, by and among New Charter, Legacy Charter, A/N, A/NPC and Charter Holdco, New Charter completed a previously announced transaction whereby Charter acquired Bright House Networks, LLC from A/N (the "Bright House Transactions").

In connection with the TWC Transactions and the Bright House Transactions, Liberty Interactive Corporation ("Liberty Interactive") completed the previously announced transactions described below.

### **Liberty Broadband Investment and Related Agreements**

On May 18, 2016, Liberty Broadband Corporation ("Liberty Broadband") completed its previously announced investment in New Charter in accordance with the Investment Agreement dated May 23, 2015, by and among Legacy Charter, New Charter and Liberty Broadband (the "Investment Agreement"). Pursuant to the Investment Agreement, on May 18, 2016, Liberty Broadband purchased from New Charter \$4.3 billion of shares of New Charter Class A common stock, par value \$0.001 (the "LBC New Charter Investment").

The LBC New Charter Investment was funded, in part, using the proceeds from certain Amended and Restated Investment Agreements (the "Investment Agreements") entered into with Liberty Interactive, JANA Nirvana Master Fund, L.P., JANA Master Fund, Ltd., Coatue Offshore Master Fund, Ltd., Quantum Partners LP, Soroban Master Fund LP ("Soroban Master Fund") and Soroban Opportunities Master Fund LP ("Soroban Opportunities Fund") (collectively, the "Investors") and an Amended and Restated Assignment and Assumption of Investment Agreement, dated May 28, 2015, among Liberty Broadband, Liberty Interactive, Soroban Master Fund and Soroban Opportunities Fund (the "Assignment"), pursuant to which Liberty Interactive assigned a portion of its original investment to Soroban Master Fund and Soroban Opportunities Fund.

Pursuant to the Investment Agreements and the Assignment, on May 18, 2016, the Investors purchased newly issued shares of Liberty Broadband's Series C common stock ("LBDRK"), at a price of \$56.23 per share and an aggregate purchase price of \$4.4 billion. Pursuant to the Investment Agreement and the Assignment entered into by Liberty Interactive, Liberty Interactive purchased \$2.4 billion of such shares of LBDRK at such per share purchase price on May 18, 2016.

**Item 7.01. Regulation FD Disclosure**

On May 18, 2016, Liberty Interactive issued a press release announcing, among other things, its acquisition of shares of LBRDK pursuant to the Investment Agreements and Assignment.

Also on May 18, 2016, in connection with the TWC Transactions, Liberty Interactive LLC, a subsidiary of Liberty Interactive, issued a press release announcing an additional distribution to the holders of its 0.75% Exchangeable Senior Debentures due 2043.

Copies of these press releases are attached hereto as Exhibits 99.1 and 99.2 and are incorporated by reference into this Item 7.01.

Pursuant to the Contribution Agreement, dated as of May 23, 2015, by and among Liberty Interactive, Liberty Broadband, Legacy Charter, New Charter and Merger Sub 1 (the "Charter Contribution Agreement"), on May 18, 2016, immediately prior to the effective time of the First Merger, Liberty Interactive and Liberty Broadband exchanged, in a tax-free transaction, a number of shares of TWC common stock held by each company for shares of Merger Sub 1, which, pursuant to the TWC Transactions, ultimately resulted in each of Liberty Interactive and Liberty Broadband receiving one share of New Charter Class A common stock, par value \$0.001 ("New Charter Shares"), for each share of TWC common stock so exchanged. As a result, on May 18, 2016, Liberty Interactive ultimately acquired 5,358,401 New Charter Shares.

The information contained in this Item 7.01 and the press releases attached hereto as Exhibits 99.1 and 99.2 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 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

| <u>Exhibit No.</u> | <u>Name</u>                       |
|--------------------|-----------------------------------|
| 99.1               | Press Release, dated May 18, 2016 |
| 99.2               | Press Release, dated May 18, 2016 |

**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: May 23, 2016

LIBERTY INTERACTIVE CORPORATION

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

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Name</u>                       |
|--------------------|-----------------------------------|
| 99.1               | Press Release, dated May 18, 2016 |
| 99.2               | Press Release, dated May 18, 2016 |

May 18, 2016

**Liberty Interactive Corporation Completes \$2.4 Billion Investment in Liberty Broadband Corporation in Support of Charter-Time Warner Cable Merger**

ENGLEWOOD, Colo.—Liberty Interactive Corporation (NASDAQ: QVCA, QVCB, LVNTA, LVNTB) (“Liberty Interactive”) today announced that it completed its \$2.4 billion investment in Liberty Broadband Corporation (NASDAQ: LBRDA, LBRDK) (“Liberty Broadband”) upon the closing of today’s announced merger of legacy Charter Communications, Inc. and Time Warner Cable Inc. (“TWC”) and the concurrent acquisition of Bright House Networks. The proceeds of this investment were used by Liberty Broadband to partially fund its acquisition of \$5 billion of stock in the new public parent company (“New Charter”) of the combined enterprises. Liberty Interactive (along with third party investors, all of whom invested on the same terms as Liberty Interactive) purchased newly issued shares of Liberty Broadband Series C common stock at a fixed per share price of \$56.23. Liberty Interactive’s investment in Liberty Broadband was funded using cash on hand and has been attributed to the Liberty Ventures Group.

Also pursuant to the previously announced transaction agreements, each of Liberty Interactive and Liberty Broadband has exchanged, on a tax-free basis, its shares of TWC common stock for shares of New Charter Class A common stock, on a one-for-one basis, and Liberty Interactive has granted to Liberty Broadband a proxy and a right of first refusal with respect to the shares of New Charter Class A common stock received by Liberty Interactive in the exchange.

As a result of the foregoing, Liberty Interactive owns 42,681,842 shares of Liberty Broadband Series C common stock and 5,358,401 shares of New Charter Class A common stock.

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's subsidiaries, QVC, Inc. and zulily, llc, and its interest in HSN, Inc., 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 interest in Expedia, Interval Leisure Group and FTD, its subsidiaries Bodybuilding.com, CommerceHub and Evite, and minority interests in Time Warner, Liberty Broadband Corporation, Lending Tree and Charter Communications, Inc.

**Liberty Interactive Corporation**

Courtnee Chun, 720-875-5420

Source: Liberty Interactive Corporation

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May 18, 2016

**Liberty announces payment of Additional Distribution and composition of Reference Shares under 0.75% Exchangeable Senior Debentures Due 2043 arising from mergers involving Charter Communications, Inc. and Time Warner Cable Inc.**

ENGLEWOOD, Colo.--Liberty Interactive LLC ("Liberty"), a subsidiary of Liberty Interactive Corporation (Nasdaq: QVCA, QVCB, LVNTA, LVNTB), announces an additional distribution to the holders of its 0.75% Exchangeable Senior Debentures due 2043 (the "Debentures"). The amount of the additional distribution is \$614.4332 per \$1,000 original principal amount of Debentures (a "Debenture"), which is attributable to the extraordinary cash distribution made to former holders of common stock of Time Warner Cable, Inc. ("TWC") on May 18, 2016, in connection with the mergers involving Charter Communications, Inc. ("Charter") and TWC (the "Charter/TWC Merger"). The additional distribution is based on the "average transaction consideration" paid in the Charter/TWC Merger, as that term is defined in the Indenture for the Debentures.

Liberty expects to pay the additional distribution on June 16, 2016, to holders of record of the Debentures on June 1, 2016. Under the Indenture for the Debentures, the original principal amount of the Debentures is reduced by an amount equal to each extraordinary distribution made to holders of the Debentures. Thereafter, the adjusted principal amount is further reduced on each successive semi-annual interest payment date to the extent necessary to cause the semi-annual interest payment to represent the payment of an annualized yield of .075% of the adjusted principal amount. This latter adjustment, to the extent it is made by reason of a particular extraordinary distribution that results in an adjustment to the principal amount of the Debentures, takes effect on the second succeeding interest payment date after the payment of that extraordinary distribution. Liberty has not previously paid an extraordinary distribution to holders of the Debentures.

Adjustments to the principal amount of the Debentures do not affect the amount of the semi-annual interest payments received by holders of the Debentures, which will continue to be a rate equal to 0.75% per annum of the original principal amount of the Debentures. Below is a detail of the amount of the additional distribution being made on the Debentures announced today and the adjusted principal amount resulting from that payment, per \$1,000 original principal amount of the Debentures:

| June 16, 2016 Beginning Adjusted Principal | Additional Distribution | June 16, 2016 Ending Adjusted Principal |
|--|-------------------------|---|
| \$1,000.00                                 | \$614.4332              | \$385.5668                              |

Holders of the Debentures will not be entitled to the additional distribution if they transfer or submit through DTC a notice of exchange prior to June 1, 2016, the special record date for payment of the additional distribution.

As a result of the Charter/TWC Merger, the reference shares attributable to each \$1,000.00 original principal of Debentures consists of a basket of 3.1648 shares of Class A common stock of Charter (NASDAQ: CHTR), 5.1635 shares of common stock of Time Warner, Inc. (NYSE: TWX) and 0.6454 shares of common stock of Time, Inc. (NYSE: TIME).

**About Liberty Interactive LLC**

Liberty Interactive LLC is an intermediate subsidiary of Liberty Interactive Corporation, owning interests in a broad range of electronic retailing, media, communications, and entertainment businesses.

**CONTACT:**

Courtnee Chun

720-875-5420

SOURCE Liberty Interactive Corporation