Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions
Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I   Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
LIBERTY INTERACTIVE CORPORATION	84-1288730

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
MARLENE HILL	720-875-5354	MARLENE@LIBERTYMEDIA.COM

6 Number and street (or P.O. box if mail is not delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
12300 LIBERTY BOULEVARD	ENGLEWOOD, CO 80112

8 Date of action	9 Classification and description
8/27/14	SPIN-OFF OF SERIES B LIBERTY TRIPADVISOR COMMON STOCK (LTRPB)

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
531465201		LTRPB	

Part II   **Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14   Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ ON AUGUST 27, 2014, EACH HOLDER OF SERIES B LIBERTY VENTURES COMMON STOCK("LVNTB") RECEIVED A SHARE OF SERIES B LIBERTY TRIPADVISOR HOLDINGS COMMON STOCK ("LTRPB") FOR EACH SHARE OF LVNTB HELD BY THEM AS OF THE RECORD DATE.

15   Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE TAX BASIS OF EACH LVNTB SHARE IS REDUCED TO 51.07% OF THE TAX BASIS OF A LVNTB SHARE PRIOR TO THE SPIN-OFF. THE REMAINING 48.93% OF THE TAX BASIS IS ALLOCATED TO THE LTRPB SHARE.

16   Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

	AVERAGE PRICE*	DATE	SHARES	TOTAL VALUE	PERCENT
LVNTB	$37.91	8/28/14	1	$37.91	51.07%
LTRPB	$36.32	8/28/14	1	$36.32	48.93%

*THE LIBERTY VENTURES SERIES B (LVNTB) AND LIBERTY TRIPADVISOR SERIES B (LTRPB) SHARES WERE THINLY TRADED FOLLOWING THE SPIN-OFF ON 8/27/14. WE ARE ONLY PROVIDING AN ILLUSTRATION OF THE BASIS ALLOCATION BETWEEN LVNTB AND LTRPB USING THE LIBERTY VENTURES SERIES A AND LIBERTY TRIPADVISOR SERIES A COMMON SHARES BASIS ALLOCATION.

| **Part II** | **Organizational Action** (continued) |

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ THE SPIN-OFF IS INTENDED TO BE A TAX-FREE EXCHANGE UNDER IRC SECTIONS 355 AND 368(a)(1)(D). UNDER IRC SECTION 358, THE AGGREGATE BASIS OF THE LVNTB SHARES BEFORE THE EXCHANGE SHOULD BE THE SAME AS THE AGGREGATE BASIS OF THE LVNTB AND LTRPB SHARES AFTER THE EXCHANGE.

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE REPORTABLE TAX YEAR IS THE CALENDAR YEAR ENDING DECEMBER 31, 2014.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ _____ Date ▶ 9/10/14

Print your name ▶ TIM LENNEMAN   Title ▶ VICE PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

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