

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
LIBERTY INTERACTIVE CORPORATION		84-1288730	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
MARLENE HILL	720-875-5354	MARLENE@LIBERTYMEDIA.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and Zip code of contact	
12300 LIBERTY BOULEVARD		ENGLEWOOD, CO 80112	
<b>8</b> Date of action		<b>9</b> Classification and description	
8/27/14		SPIN-OFF OF SERIES A LIBERTY TRIPADVISOR COMMON STOCK (LTRPA)	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
53071M880		LVNTA	

**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 SHAREHOLDER OF SERIES A LIBERTY VENTURES COMMON STOCK ("LVNTA") RECEIVED A SHARE OF SERIES A LIBERTY TRIPADVISOR HOLDINGS COMMON STOCK ("LTRPA") FOR EACH SHARE OF LVNTA 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 LVNTA SHARE IS REDUCED TO 51.07% OF THE TAX BASIS OF A LVNTA SHARE PRIOR TO THE SPIN-OFF. THE REMAINING 48.93% OF THE TAX BASIS IS ALLOCATED TO THE LTRPA 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
LVNTA	\$37.91	8/28/14	1	\$37.91	51.07%
LTRPA	\$36.32	8/28/14	1	\$36.32	48.93%

\*AVERAGE OF HIGH AND LOW BASED ON FIRST DAY OF TRADING

**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 LVNTA SHARES BEFORE THE EXCHANGE SHOULD BE THE SAME AS THE AGGREGATE BASIS OF THE LVNTA AND LTRPA 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.

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.

**Sign Here**

Signature ▶  Date ▶ 8/29/14

Print your name ▶ TIM LENNEMAN Title ▶ VICE PRESIDENT

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> 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