



: (8) SHARED OR NO DISPOSITIVE POWER

: 38,289,181 shares (Shared)  
44,500 shares (None)

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
(Discretionary & Non-discretionary Accounts)  
101,817,724 shares

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES -X- See Items 4(c)(iii) and 4(c)(iv).

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
18.0 %

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(12) TYPE OF REPORTING PERSON  
IA

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CUSIP No. 53071M500 13G

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(1) NAMES OF REPORTING PERSONS  
Longleaf Partners Fund I.D. No. 63-6147721

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Massachusetts Business Trust

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH : (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: None

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: (6) SHARED VOTING POWER  
: 38,289,181 shares (Shared)

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: (7) SOLE DISPOSITIVE POWER  
: None

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: (8) SHARED DISPOSITIVE POWER  
: 38,289,181 shares (Shared)

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
38,289,181 shares

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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.8 %

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(12) TYPE OF REPORTING PERSON  
IV

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CUSIP No. 53071M104 13G

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(1) NAMES OF REPORTING PERSONS  
O. Mason Hawkins I.D. No. XXX-XX-XXXX

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Citizen of United States

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NUMBER OF SHARES BENEFICIALLY : (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: None



Southeastern Asset Management, Inc. - A Tennessee corporation

Commonwealth of Massachusetts  
Loneleaf Partners Fund, a series of Loneleaf Partners Funds  
Trust, a Massachusetts Business trust

Mr. O. Mason Hawkins - U.S. Citizen

- (d). Title of Class of Securities: Series A Liberty Interactive Common Stock (the "Securities")
- (e). Cusip Number: 53071M104

Item 3. If this statement is filed pursuant to Rules 13d-1 (b) or 13d-2 (b), check whether the person filing is a:

- (d.) Investment Company registered under Sec. 8 of the Investment Company Act - Loneleaf Partners Fund, a series of Loneleaf Partners Funds Trust.
- (e.) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940. This statement is being filed by Southeastern Asset Management, Inc. as a registered investment adviser. All of the securities covered by this report are owned legally by Southeastern's investment advisory clients and none are owned directly or indirectly by Southeastern. As permitted

Shared - 38,289,181 shares  
Securities owned by the following series of Lingleaf  
Partners Funds Trust, an open-end management  
investment company registered under the Investment  
Company Act of 1940, as Lingleaf the InMeID man

By /s/ Andrew R