

(Amendment No. 8)*

Liberty Interactive Corporation

(Name of Issuer)

Series A Common Stock

(Title of Class and Securities)

53071M104

(CUSIP Number of Class of Securities)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

- /X/ Rule 13d-1(b)
- / / Rule 13d-1(c)
- / / Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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13G

- (1) NAMES OF REPORTING PERSONS
Southeastern Asset Management, Inc. I.D. No. 62-0951781
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b) X
- (3) SEC USE ONLY
- (4) CITIZENSHIP OR PLACE OF ORGANIZATION
Tennessee

:(5) SOLE VOTING POWER
:(Disclosed by Beneficial Owner)

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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