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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**Liberty Interactive Corporation**

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**Highfields Associates LLC**

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**Delaware**

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**Item 1** (a). **Name of Issuer:**

**Item 1** (b). **Address of Issuer's Principal Executive Offices:**

**Item 2** (a). **Name of Person Filing:**

**Item 2** (b). **Address of Principal Business Office or, if None, Residence:**

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**Item 2** (c). **Citizenship:**

**Item 2** (d). **Title of Class of Securities:**

**Item 2** (e). **CUSIP Number:**

**Item 3.**

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**Item 4.**

**Ownership.**



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**Item 5. Ownership of Five Percent or Less of a Class.**

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**



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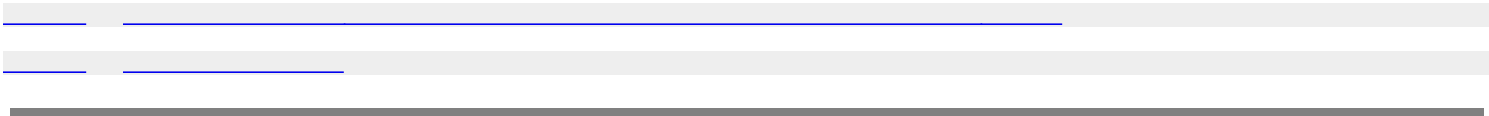
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