
Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power
None; see Item 5

8. Shared Voting Power
84,345,775 shares

9. Sole Dispositive Power
None; see Item 5

10.

6. Citizenship or Place of Organization
Delaware

7. Sole Voting Power
None; see Item 5

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
84,345,775 shares

9. Sole Dispositive Power
None; see Item 5

10. Shared Dispositive Power
84,345,775 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person
84,345,775 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ~~Yes~~ No
Excludes shares beneficially owned by the executive officers and directors of Liberty and shares beneficially owned by Diane Von Furstenberg, Mr. Diller's spouse.

Number of Shares Beneficially Owned by Each Reporting Person

13. Percentage of Class B Preferred Stock owned by the Reporting Persons (See Instruction 3F) 0% 27.0%. Assumes (1) conversion of all shares of Class B Common Stock beneficially owned by the Reporting Persons into shares of Common Stock, and (2) the exercise of options to purchase 9,500,000 shares of Common Stock which are currently exercisable by Mr. Diller. Because each share of Class B Common Stock generally is entitled to ten votes per share, each share of Preferred Stock is entitled to two votes per share and each share of Common Stock is entitled to one vote per share, the Reporting Persons may be deemed to beneficially own shares.

6. Citizenship or Place of Organization
Delaware

7. Sole Voting Power
None; see Item 5

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
84,345,775 shares

9. Sole Dispositive Power
None; see Item 5

10. Shared Dispositive Power
84,345,775 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person
84,345,775 shares

12. Check if the Aggregate Amount t

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

7. Sole Voting Power
None; see Item 5

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Sole Voting Power
84,345,775 shares

9. Sole Dispositive Power
None; see Item 5

10. Shared Dispositive Power
84,345,775 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person
84,345,775 shares

12. Check if the Aggregate Amount t

ITEM 2. Identity and Background

The information contained in Item 2 of the Schedule 13D is hereby amended and supplemented by adding the following information:
Annex A attached hereto is incorporated herein by reference and amends and restates Annex A of the Schedule 13D in its entirety.

ITEM 4. Purpose of the Transaction

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:
The information contained in Item 6 of this Amendment is hereby incorporated by reference herein.

ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following information:
On June 19, 2007, Expedia, Liberty and Mr. Diller entered into an amendment (the "First Amendment") to the st Amendme
