

---

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

---

---

---

---

reference to the full text of the amended charter, which is Exhibit 1 to this Amendment No. 1 on Form 8-A/A.

**Liberty Interactive Common Stock**

**Basic Investment**

Liberty Interactive common stock is intended to reflect the separate economic performance of the assets included in the Interactive Group. The Interactive Group is defined to include: (i) the Registrant's interests in QVC, Inc., Provide Commerce, Expedia, Inc. and IAC, (ii) all other assets, liabilities and businesses of the Registrant to the extent attributed to the Interactive Group as of the effective date of the Registrant's amended charter (such as the Registrant's subsidiaries Buy

---

---

and/or the Entertainment Group, Liberty Capital common stock and/or Liberty Entertainment common stock, as applicable, would also be redeemed in exchange for securities of that subsidiary, and the entire redemption would be subject to the class vote described above as well as the separate class vote of the holders of Liberty Capital common stock and/or Liberty Entertainment common stock, as applicable.

#### **Mandatory Dividend, Redemption and Conversion Rights on Disposition of Assets**

If the Registrant disposes, in one transaction or a series of transactions, of all or substantially all of the assets of the Interactive Group, the Registrant is required to choose one of the following alternatives, unless (i) the Registrant's board obtains approval of the holders of Liberty Interactive common stock to not take such action or (ii) the disposition qualifies under a specified exemption (in which case the Registrant will not be required to choose one of the following alternatives):

- pay a dividend to holders of Liberty Interactive common stock out of the available net proceeds of such disposition; or
- if there are legally sufficient assets and the Interactive Group Available Dividend Amount would have been sufficient to pay a dividend, then: (i) if the disposition involves all of the properties and assets of the Interactive Group, redeem all outstanding shares of Liberty Interactive common stock in exchange for cash and/or securities or other assets with a fair value equal to the available net proceeds of such disposition, or (ii) if the disposition involves substantially all (but not all) of the properties and assets of the Interactive Group, redeem outstanding shares of Liberty Interactive common stock in exchange for cash and/or securities or other property with a fair value equal to the available net proceeds of such disposition; or
- convert each outstanding share of each series of Liberty Interactive common stock into a number of shares of the corresponding series of Liberty Capital common stock at a specified premium; or

4

- 
- convert each outstanding share of each series of Liberty Interactive common stock into a number of shares of the corresponding series of Liberty Entertainment common stock at a specified premium; or
  - combine a conversion of a portion of the outstanding shares of Liberty Interactive common stock into a number of shares of the corresponding series of Liberty Capital common stock or Liberty Entertainment common stock with the payment of a dividend on or redemption of shares of Liberty Interactive common stock, subject to certain limitations.

#### **Voting Rights**

Holders of Series A Liberty Interactive common stock will be entitled to one vote for each share of such stock held and holders of Series B Liberty Interactive common stock will be entitled to ten votes for each share of such stock held, in each case on all matters submitted to a vote of the Registrant's stockholders. Holders of Series C Liberty Interactive common stock will not be entitled to any voting powers (including with respect to any class votes taken in accordance with the terms of the Registrant's amended charter), except as otherwise required by Delaware law. When so required, holders of Series C Liberty Interactive common stock will be entitled to 1/100th of a vote for each share of such stock held.

Holders of Liberty Interactive common stock will vote as one class with holders of Liberty Entertainment common stock and Liberty Capital common stock on all matters that are submitted to a vote of the Registrant's stockholders unless a separate class vote is required by the Registrant's amended charter or Delaware law. In connection with certain dispositions of Interactive Group assets as described above, the board of directors may determine to seek approval of the holders of Liberty Interactive common stock, voting together as a separate class, to avoid, hold any cla ( 3

liquidation units per share.

Each share of Liberty Interactive common stock (irrespective of series) has 0.22778 of a liquidation unit, subject to certain anti-dilution adjustments.

### **Liberty Capital Common Stock**

#### **Basic Investment**

Liberty Capital common stock is intended to reflect the separate economic performance of the assets included in the Capital Group. The Capital Group is defined in the Registrant's amended charter to include (i) all of the Registrant's businesses, assets and liabilities that are not attributed to the Interactive Group or the Entertainment Group as of the effective date of the Registrant's amended charter, (ii) such other businesses, assets and liabilities that the Registrant's board of directors may determine to attribute to the Capital Group or that may be acquired for or transferred to the Capital Group in the future, (iii) the proceeds of any sale, transfer, exchange, assignment or other disposition of any of the foregoing, and (iv) any inter-group interest that the Capital Group may obtain in the Interactive Group and/or the Entertainment Group.

#### **Authorized Capital Stock**

The Registrant is authorized to issue up to 4.075 billion shares of Liberty Capital common stock, of which 2 billion are designated Series A Liberty Capital common stock, 75 million are designated Series B Liberty Capital common stock and 2 billion are designated Series C Liberty Capital common stock.

#### **Dividends and Securities Distributions**

The Registrant is permitted to pay dividends on Liberty Capital common stock only

---

---

and/or the Entertainment Group, shares of Liberty Interactive common stock and/or Liberty Entertainment common stock, as applicable, would also be redeemed in exchange for securities of that subsidiary, and the entire redemption would be subject to the class vote described above as well as the separate class vote t cufiãth

---

Series A Liberty Capital common stock plus (2) four times the average of the daily volume weighted average prices of the Series A Liberty Entertainment common stock, in each case, over the same 20-trading day period. The per share liquidation unit (or fraction of a liquidation unit) of Liberty Capital common stock will thereafter be subject to antidilution adjustments.

**Description of Other Provisions of The Registrant's Amended Charter**

The Registrant's amended charter authorizes the board of directors to establish one or more series of preferred stock, the terms of which shall be determined by the board of directors.



any suit or action by reason of the fact that such person is a director or offc

---

---

---

## SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Liberty Media Corporation

Date: March 3, 2008

By: /s/ Charles Y. Tanabe  
Name: Charles Y. Tanabe  
Title: Executive Vice President and General Counsel

14

---

## EXHIBIT INDEX

The following exhibits are filed as part of this Registration Statement on Form 8-A:

1. Form of Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to the 2007 Registration Statement).
  2. Bylaws of Registrant (incorporated by reference to Exhibit 3.2 to the 2006 Registration Statement).
  3. Specimen certificate for shares of the Registrant's Series A Liberty Capital common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.1 to the 2007 Registration Statement).
  4. Specimen certificate for shares of the Registrant's Series B Liberty Capital common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.2 to the 2007 Registration Statement).
  5. Specimen certificate for shares of the Registrant's Series A Liberty Interactive common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.1 to the 2006 Registration Statement).
  6. Specimen certificate for shares of the Registrant's Series B Liberty Interactive common stock, par value \$.01 per share (incorporated by reference to Exhibit 4.2 to the 2006 Registration Statement).
-