

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**LIBERTY INTERACTIVE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation  
or organization)

**84-1288730**  
(I.R.S. Employer  
Identification No.)

**12300 Liberty Boulevard  
Englewood, Colorado 80112**  
(Address of principal executive offices) (Zip Code)

**Liberty Interactive Corporation 2002 Nonemployee Director Incentive Plan**  
(As Amended and Restated Effective August 15, 2007)  
(formerly known as the Liberty Media Corporation 2002 Nonemployee Director Incentive Plan  
(As Amended and Restated Effective August 15, 2007))  
(Full title of the plan)

**Charles Y. Tanabe, Esq.**  
**Liberty Interactive Corporation**  
**12300 Liberty Boulevard**  
**Englewood, Colorado 80112**  
**(720) 875-5400**  
(Name, address and telephone number of agent for service)

**Copy to:**  
**Renee L. Wilm, Esq.**  
Baker Botts L.L.P.  
30 Rockefeller Plaza  
New York, New York 10112  
(212) 408-2500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

**TERMINATION OF REGISTRATION:**

This Post-Effective Amendment No. 2 amends the Registration Statement on Form S-8 (Registration No. 333-149543) of Liberty Interactive Corporation (formerly known as Liberty Media Corporation) (the "Company"), which was filed with the Securities and Exchange Commission on March 5, 2008, as amended by Post-Effective Amendment No. 1, dated November 23, 2009 (the "Registration Statement"). The Registration Statement relates to the registration of securities issuable pursuant to the Liberty Interactive Corporation 2002 Nonemployee Director Incentive Plan (as amended and restated effective August 15, 2007).

On September 23, 2011, the Company redeemed each share of its Liberty Capital Series A common stock, its Liberty Capital Series B common stock, its Liberty Starz Series A common stock and its Liberty Starz Series B common stock for shares of the corresponding series of common stock of Liberty Media Corporation (formerly known as Liberty CapStarz, Inc.), its then-wholly-owned subsidiary, which was thereafter separated from the Company. Accordingly, this Post-Effective Amendment No. 2 to the Registration Statement deregisters all of the Liberty Starz Series A common stock shares, par value \$.01 per share, of the Company registered for issuance under the Registration Statement that remain unsold as of the date hereof and the Company hereby terminates the effectiveness of the Registration Statement as of the date hereof.

**Item 8. Exhibits**

Exhibit No. \_\_\_\_\_

**D**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, State of Colorado, on this 23rd day of September, 2011.

LIBERTY INTERACTIVE CORPORATION

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>*</u> John C. Malone	Chairman of the Board and Director	September 23, 2011
<u>*</u> Gregory B. Maffei	Chief Executive Officer (Principal Executive Officer), President and Director	September 23, 2011
<u>*</u> David J.A. Flowers	Senior Vice President and Treasurer (Principal Financial Officer)	September 23, 2011
<u>*</u> Christopher W. Shean	Senior Vice President and Controller (Principal Accounting Officer)	September 23, 2011
<u>*</u> Robert R. Bennett	Director	September 23, 2011
<u>*</u> Michael George	Director	September , 2011
<u>/s/ M. Ian Gilchrist</u> M. Ian Gilchrist	Director	September 19, 2011
<u>*</u> Evan D. Malone	Director	September , 2011
<u>*</u> David E. Rapley	Director	September , 2011

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<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>*</u> M. LaVoy Robison	Director	September 23, 2011
<u>/s/ Andrea L. Wong</u> Andrea L. Wong	Director	September 23, 2011

\*By: /s/ Charles Y. Tanabe September 23, 2011  
 Charles Y. Tanabe  
 Attorney-in-Fact

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
24.1	Power of Attorney*

\* Previously filed

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