

---

---

**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 Media 401(k) Savings Plan**  
(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. 333-149545) 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 Media 401(k) Savings Plan (the "Plan").

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. In connection with these redemptions and the separation of Liberty Media Corporation from the Company, Liberty Media Corporation assumed the administration of the Plan. 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 ~~the~~ ~~them~~

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

