

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

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)

**12300 Liberty Boulevard
Englewood, Colorado 80112**
(Address of Principal Executive Offices) (Zip Code)

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

Liberty Interactive Corporation 2011 Nonemployee Director Incentive Plan
(As Amended and Restated Effective November 7, 2011)
(Full title of plan)

Charles Y. Tanabe, Esq.
Liberty Interactive Corporation
12300 Liberty Boulevard
Englewood, Colorado 80112
(720) 875-5400
(Name, Address and Telephone Number, Including Area
Code, 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 Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

	Amount to be Registered (1)		Proposed Maximum Offering Price per Share (2)		Proposed Maximum Aggregate Offering Price		Amount of Registration Fee (3)
Series A Liberty Interactive Common Stock, \$.01 Par Value	60,000	\$	20.19	\$	1,211,400	\$	165.23
(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered and sold pursuant to the Liberty Interactive Corporation 2011 Nonemployee Director Incentive Plan (As Amended and Restated Effective November 7, 2011)							
(2) Based upon the average of the high and low prices reported for the Registrant's Series A Liberty Interactive common stock, par value \$.01 per share, on the Nasdaq Global Select Market on November 7, 2012.							
(3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act.							

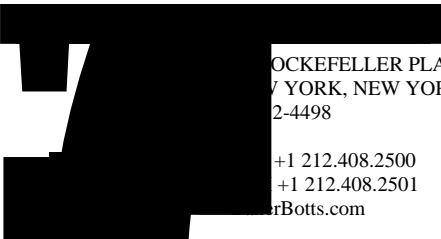
PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	Specimen Certificate for shares of Series A Liberty Interactive common stock, par value \$.01 per share, of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-177840) as filed on November 9, 2011).
5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered
23.1	Consent of KPMG LLP
23.2	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)
24.1	Power of Attorney (begins on page II-3)

BAKER BOTTS



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November 13, 2012

Liberty Interactive Corporation
12300 Liberty Boulevard
Englewood, CO 80112

Re: Liberty Interactive Corporation Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is being furnished in connection with the filing by Liberty Interactive Corporation, a Delaware corporation (the "Company"), with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Company has requested our opinion concerning the status under Delaware law of the 60,000 shares (the "Shares") of the Company's Series A Liberty Interactive common stock, par value \$.01 per share (the "Series A LINTcr s Tove



