

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

FORM 8-A/A

(Amendment No. 1 to Form 8-A Originally Filed on August 2, 2012)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

LIBERTY INTERACTIVE CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or organization)

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

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

80112
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Series A Liberty Ventures Common Stock, par value \$0.01 per share	The NASDAQ Stock Market LLC
Series B Liberty Ventures Common Stock, par value \$0.01 per share	The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:

(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: **None**

This Amendment No. 1 on Form 8-A/A amends and restates in its entirety the Registration Statement on Form 8-A filed by Liberty Interactive Corporation (the "Registrant") with the Securities and Exchange Commission (the "SEC") on August 2, 2012.

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the Series A Liberty Ventures common stock, par value \$0.01 per share (the "Series A Liberty Ventures common stock"), and the Series B Liberty Ventures common, par value \$0.01 per share (the "Series B Liberty Ventures common stock"), of Liberty Interactive Corporation (the "Registrant").

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- the sale, lease or exchange of all, or substantially all, of its assets, provided, that the foregoing voting provisions will not apply to any such sale, lease or exchange that at least 75% of the members of its board of directors then in office have approved; or
- its dissolution, provided, that the foregoing voting provision will not apply to such dissolution if at least 75% of the members of its board of directors then in office have approved such dissolution.

Section 203 of the Delaware General Corporation Law

Section 203 of the General Corporation Law of the State of Delaware prohibits certain transactions between a Delaware corporation and an "interested stockholder." ~~Section 203 of the General Corporation Law of the State of Delaware prohibits certain transactions between a Delaware corporation and an "interested stockholder." For this purpose, an interested stockholder is a stockholder who is directly or indirectly a beneficial owner of 15% or more of the aggregate voting power of a Delaware corporation. This provision prohibits certain business combinations between an interested stockholder and a corporation for a period of three years after the date on which the stockholder became an interested stockholder, unless: (1)~~
