
INTRODUCTION

This Amendment No. 1 to the Rule 13e-3 Transaction Statement on Schedule 13E-3, ~



(B)

Item 5. Past Contacts, Transactions, Negotiations and Agreements(Regulation M-A, Item 1005)

(a) **Transactions.** The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

“Special Factors—Effects of the Merger on HSNi Stockholders; What HSNi Stockholders Will Receive in the Merger”

“Special Factors—Security Ownership of Certain Beneficial Owners—Security Ownership of HSNi Officers and Directors—Transactions in HSNi Common Stock During the Past 60 Days”

“Additional Information—Where You Can Find Additional Information”

(b)-(c) **Significant Corporate Events, Negotiations or Contracts.** The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

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“Special Factors—Background of the Merger”

“Special Factors—Liberty Interactive’s Purpose and Reasons for the Merger”

“Special Factors—HSNi’s Purpose and Reasons for the Merger and Other Proposals; Recommendations of the Special Committee and HSNi Board; Fairness of the Merger”

(e) **Agreements Involving the Subject Company’s Securities.** The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

“Questions and Answers”

“Summary”

“Special Factors—Background of the Merger”

“Special Factors—Liberty Interactive’s Purpose and Reasons for the Merger”

“Special Factors—HSNi’s Purpose and Reasons for the Merger and Other Proposals; Recommendations of the Special Committee and HSNi Board; Fairness of the Merger”

“Special Factors—Interests of Certain Persons of HSNi in the Merger”

“Special Factors—The Merger Agreement”

“Special Factors—The Rights Plan Amendment”

“Special Factors—Certain Relationships and Related Party Transactions”

Item 6. Purposes of the Transaction and Plans or Proposals(Regulation M-A, Item 1006)

(b) **Use of Securities Acquired.** The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

“Questions and Answers”

“Summary”

“Special Factors—Effect of the Merger on HSNi Stockholders; What HSNi Stockholders Will Receive in the Merger”

“Special Factors—The Merger Agreement—ConsirHSect of SpWill Re :xR]xvvtHemeox”

“Special Factors—HSNi’s Purpose and Reasons for the Merger and Other Proposals; Recommendations of the Special Committee and HSNi Board; Fairness of the Merger”

“Special Factors—The Merger Agreement”

“Special Factors—The Rights Plan Amendment”

“Special Factors—Plans for HSNi After the Merger”

“Special Factors—Certain Relationships and Related Party Transactions”

Item 7. Purposes, Alternatives, Reasons and Effects (*Regulation M-A, Item 101d* *g* *Ag* = *Ag*)

Item 9. Reports, Opinions, Appraisals and Negotiations (Regulation M-A (a)(2)(6) I)

“Special Factors—Liberty Interactive’s Purpose and Reasons for the Merger”

“Special Factors—The Merger Agreement—Liberty Interactive Voting Obligations”

“The HSNi Special Meeting”

- (e) **Recommendation of Others.** The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

“Questions and Answers”

“Special Factors—Background of the Merger”

“Special Factors—HSNi’s Purpose and Reasons for the Merger and Other Proposals; Recommendations of the Special Committee and HSNi Board; Fairness of the Merger”

“Special Factors—Liberty Interactive’s Purpose and Reasons for the Merger”

“The HSNi Special Meeting”

Item 13. Financial Statements (Regulation M-A, Item 1010)

(a) **Financial Information.** The audited financial statements set forth in HSNi’s Annual Report on Form 10-K for the year ended December 31, 2016 and the unaudited financial statements set forth in HSNi’s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2017, June 30, 2017 and September 30, 2017 are incorporated by reference herein. The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

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“Selected Financial Data of Liberty Interactive and HSNi”

“Unaudited Comparative Per Share Information”

- (b) **Pro Forma Information.** The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

“Unaudited Pro Forma Condensed Combined Financial Statements—Pro Forma Information”

“Unaudited Comparative Per Share Information—QVC Group Pro Forma Per Share Data”

Item 14. Persons/Assets, Retained, Employed, Compensated and Used (Regulation M-A, Item 1009)

(a)-(b) **Solicitations and Recommendations; Employees and Corporate Assets.** The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

“Questions and Answers”

“Special Factors—Amount and Source of Funds and Financing in the Merger; Expenses”

“The HSNi Special Meeting”

Item 15. Additional Information (Regulation M-A, Item 1011)

- (b) The information set forth in the proxy statement/prospectus under the following captions is incorporated herein by reference:

“HSNi Proposals—HSNi Proposal 3: The Non-Binding Compensation Advisory Proposal”

“Special Factors—Interests of Certain Persons of HSNi in the Merger”

“Special Factors—Effects of the Merger on HSNi Stockholders; What HSNi Stockholders Will Receive in the Merger”

(c) **Other Material Information.** The information set forth in the proxy statement/prospectus, including all annexes, exhibits and appendices thereto, is incorporated herein by reference.

Item 16. Exhibits (Regulation M-A, Item 1016)

(a)(1) The preliminary proxy statement/prospectus of Liberty Interactive Corporation (the “proxy statement/prospectus”) (incorporated by reference to Amendment No. 2 to the Registration Statement on Form S-4 filed by Liberty Interactive Corporation with the SEC on November 15, 2017 (Registration No. 333-220270)).

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(a)(2) Form of Proxy Card (incorporated by reference to the proxy statement/prospectus).

(a)(3) Letter to HSNi Stockholders (incorporated by reference to the proxy statement/prospectus).

(a)(4) Notice of Special Meeting of HSNi Stockholders (incorporated by reference to the proxy statement/prospectus).

(a)(5) Joint Press Release, dated July 6, 2017 (incorporated by reference to Exhibit 99.1 to Liberty Interactive Corporation’s Current Report filed on Form 8-K with the SEC on July 6, 2017 and pursuant to Rule 425 of the Securities Act of 1933).

(a)(6) Investor Presentation, dated July 6, 2017 (incorporated by reference to Exhibit 99.2 to Liberty Interactive Corporation's Current Report filed on Form 8-K with the SEC on July 6, 2017 and pursuant to Rule 425 of the Securities Act of 1933).

SIGNATURE
