

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The transaction reported on this Form relates to the split-off of the Issuer from the Reporting Person effective September 23, 2011. To effect the split-off, the issued and outstanding common stock of the Issuer, consisting of 10,000 shares of Common Stock, was recapitalized into 72,429,959 shares of the Issuer's Series A Liberty Capital common stock ("LCAPA"), 7,342,191 shares of the Issuer's Series B Liberty Capital common stock ("LCAPB"), 49,234,478 shares of the Issuer's Series A Liberty Starz common stock ("LSTZA") and 2,938,005 shares of the Issuer's Series B Liberty Starz common stock ("LSTZB"). In the split-off, the Reporting Person redeemed (i) the outstanding shares of its Series A Liberty Capital common stock, on a share-for-share basis, for all of the LCAPA shares, (ii) the outstanding shares of its Series B Liberty Capital common stock, on a share-for-share basis, for all of the LCAPB shares,

[continued from footnote (1)] (iii) the outstanding shares of its Series A Liberty Starz common stock, on a share-for-share basis, for all of the LSTZA shares, and (iv) the (2) outstanding shares of its Series B Liberty Starz common stock, on a share-for-share basis, for all of the LSTZB shares. The Reporting Person did not receive any shares of LCAPA, LCAPB, LSTZA or LSTZB in the split-off.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.