

May 27, 2015

Gregory B. Maffei  
President and Chief Executive Officer  
Liberty Interactive Corporation  
12300 Liberty Boulevard  
Englewood, Colorado 80112

**Re: Liberty Interactive Corporation  
Form 10-K for Fiscal Year Ended December 31, 2014  
Response Dated May 6, 2015  
File No. 1-33982**

Dear Mr. Maffei:

We have reviewed your May 6, 2015 response to our comment letter and have the following comment. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this comment, we may have additional comments.

Notes to Consolidated Financial Statements

(10) Debt, page II-60

1. You state dividends, loans or distributions to Liberty, but only upon default on the senior notes or an increase in the consolidated leverage ratio above the consolidated leverage ratio imposed by the senior secured notes and credit facility. Please tell us whether QVC would be in default of its credit facility if it paid an amount of dividends to Liberty resulting in the leverage ratio to exceed 3.25 to 1. If so, explain why the leverage ratio

Rule 4-08(e)(3) of Regulation S-X. In addition, please tell us: (i) the amount of restricted net assets of consolidated subsidiaries and your equity in the undistributed earnings of investments accounted for by the equity method as of September 30, 2014 and how you computed the amount; (ii) your consideration of providing the disclosures required by

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