

Mail Stop 3561

July 7, 2016

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

Richard N. Baer
Chief Legal Officer
Liberty Expedia Holdings, Inc.
12300 Liberty Boulevard
Englewood, Colorado 80112

**Re: Liberty Interactive Corporation
Preliminary Proxy Statement on Schedule 14A
Filed June 13, 2016
File No. 001-33982**

**Liberty Expedia Holdings, Inc.
Amendment**

Dear Msrs. Mi and Ber :

We have reviewed the Preliminary Proxy Statement and amended registration statement and have the following comments. 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 letter by amending your Preliminary Proxy Statement and registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our April 22, 2016 letter to Liberty Expedia Holdings, Inc.

General

1. With a view to understanding how _____ board determined to recommend the split-off, disclose what other alternatives the board may have considered to accomplish the objective of a higher aggregate trading value of the common stock of Liberty Ventures Group. In doing so, please tell us why the board opted to structure this transaction as a split-off and why the original spin-off structure was abandoned.
2. Clarify which businesses, assets and liabilities currently attributed to Liberty Ventures Group will remain attributed to Liberty Ventures Group after consummation of the Split-Off.
3. In light of the complexity of the various voting arrangements, as evidenced in agreements, proxies, and charter documents, that have been entered into by Malone, Diller, Expedia, Liberty Interactive, and Splitco, in an appropriate place in the proxy statement/prospectus, please revise to provide a tabular summary of the various matters and manners in which each party has agreed to vote.
4. In your response to comment 1, you state that following the completion of the Split-Off, Splitco will not be an investment company because, among other things, its consolidated operating subsidiary, Expedia, will be a majority-owned subsidiary (as such term is defined in Section 2(a)(24) of the Investment Company Act of 1940) of Splitco because Splitco will own voting securities representing 52.4% of the voting power of Expedia (as of March 31, 2016) and will have the right to vote these securities in the election of directors of Expedia pursuant to the Proxy Assignment. In addition, the Registration _____ -Off or thereafter for a period of time ending upon termination of Diller s assignment of the Diller Proxy, Diller will

Please explain in more detail the extent to which Splitco may vote these securities in the election of Expedia directors (e.g., is Splitco fully able to exercise the entirety of the 52.4% of the voting power of Expedia upon its own discretion, or are there other limitations or considerations).

voting power is limited in any way, please explain why you nonetheless believe that Expedia should be treated as a majority-owned subsidiary under Section 2(a)(24).

5. We also note that the Proxy Assignment (whereby Diller will assign the right to vote the Expedia shares to Splitco), will only last up to 18 months (i.e., Proxy Arrangement Termination Date) following completion of the Split-Off Date, subject to other

Accordingly, as it appears that Splitco will no longer have 52.4% of the voting power of Expedia at that time, please explain whether Ex _____ -owned

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company under the Investment Company Act of 1940 (and if not, why not).

6. In addition, in the response to comment 1, he event Splitco owns
investment securities with a value exceeding 40% of the value of its adjusted assets at the
time the Proxy Assignment expires or is earlier terminated or if Expedia is no longer a
majority owned subsidiary of Splitco, Splitco could take various actions to cause itself to
not be deemed an investment company, including, but not limited to, changing the nature
or mix of its assets. During such time, Splitco could rely on the transient investment
company exemption under Rule 3a-2 of the

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