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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**Liberty Interactive Corporation**

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1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	<b>Highfields Associates LLC</b>	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>Delaware</b>	
	5.	SOLE VOTING POWER
		<b>957,404</b>
	6.	SHARED VOTING POWER
		<b>—0—</b>
	7.	SOLE DISPOSITIVE POWER
		<b>957,404</b>
	8.	SHARED DISPOSITIVE POWER
		<b>—0—</b>
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>957,404</b>	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  <b>2.7%</b>	
12.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  <b>OO</b>	

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- Item 1** (a). **Name of Issuer:**  
Liberty Interactive Corporation (the "Issuer")
- Item 1** (b). **Address of Issuer's Principal Executive Offices:**  
12300 Liberty Boulevard, Englewood, Colorado 80112
- Item 2** (a). **Name of Person Filing:**

This statement is being filed by the following persons with respect to the shares of Series A Liberty Ventures common stock ("Common Stock") of the Issuer directly owned by Highfields Capital I LP ("Highfields I"), Highfields Capital II LP ("Highfields II") and Highfields Capital III L.P. ("Highfields III" and, together with Highfields I and Highfields II, the "Funds"):

- (i) Highfields Capital Management LP, a Delaware limited partnership ("Highfields Capital Management") and investment manager to each of the Funds;
- (ii) Highfields GP LLC, a Delaware limited liability company ("Highfields GP") and the General Partner of Highfields Capital Management;
- (iii) Highfields Associates LLC, a Delaware limited liability company ("Highfields Associates") and the General Partner of the Funds;
- (iv) Jonathon S. Jacobson, the Managing Member of Highfields GP and the Senior Managing Member of Highfields Associates;
- (v) Highfields I, a Delaware limited partnership;
- (vi) Highfields II, a Delaware limited partnership; and
- (vii) Highfields III, an exempted limited partnership organized under the laws of the Cayman Islands.

Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson, Highfields I, Highfields II and Highfields III are sometimes individually referred to herein as a "Reporting Person" and collectively as the "Reporting Persons."

- Item 2** (b). **Address of Principal Business Office or, if None, Residence:**

Address for Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson, Highfields I and Highfields II:

c/o Highfields Capital Management LP  
John Hancock Tower  
200 Clarendon Street, 59th Floor  
Boston, Massachusetts 02116

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## Address for Highfields III:

c/o Goldman Sachs (Cayman) Trust, Limited  
Suite 3307, Gardenia Court  
45 Market Street, Camana Bay  
P.O. Box 896  
Grand Cayman KY1-1103  
Cayman Islands

**Item 2 (c). Citizenship:**

Highfields Capital Management – Delaware  
Highfields GP – Delaware  
Highfields Associates – Delaware  
Jonathon S. Jacobson – United States  
Highfields I – Delaware  
Highfields II – Delaware  
Highfields III – Cayman Islands

**Item 2 (d). Title of Class of Securities:**

Series A Liberty Ventures Common Stock, \$0.01 par value

**Item 2 (e). CUSIP Number:**

53071M880

**Item 3.** Not applicable.

**Item 4. Ownership.**

For Highfields Capital Management, Highfields GP, Highfields Associates and Mr. Jacobson:

- (a) Amount beneficially owned: 957,404 shares of Common Stock
- (b) Percent of class: 2.7%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 957,404
  - (ii) Shared power to vote or to direct the vote: —0—
  - (iii) Sole power to dispose or to direct the disposition of: 957,404
  - (iv) Shared power to dispose or to direct the disposition of: —0—

For Highfields I:

- (a) Amount beneficially owned: 75,466 shares of Common Stock
- (b) Percent of class: 0.2%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 75,466
  - (ii) Shared power to vote or to direct the vote: —0—
  - (iii) Sole power to dispose or to direct the disposition of: 75,466
  - (iv) Shared power to dispose or to direct the disposition of: —0—

For Highfields II:

- (a) Amount beneficially owned: 251,278 shares of Common Stock
  - (b) Percent of class: 0.7%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote: 251,278
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- (ii) Shared power to vote or to direct the vote: —0—
- (iii) Sole power to dispose or to direct the disposition of: 251,278
- (iv) Shared power to dispose or to direct the disposition of: —0—

For Highfields III:

- (a) Amount beneficially owned: 630,660 shares of Common Stock
  - (b) Percent of class: 1.8%
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**Item 5. Ownership of Five Percent or Less of a Class.**

Yes.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

The shares of Common Stock beneficially owned by



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2014

Date

HIGHFIELDS CAPITAL MANAGEMENT LP

By: Highfields GP LLC, its General Partner

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS GP LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS ASSOCIATES LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella\*

Signature

Joseph F. Mazzella, Attorney in Fact

Name/Title

\*by power of attorney



HIGHFIELDS CAPITAL I LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS CAPITAL II LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS CAPITAL III L.P.

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title



EXHIBIT INDEX

[Exhibit 1.](#) [Joint Filing Agreement as required by Rule 13d-1\(k\)\(1\) under the Securities Exchange Act of 1934, as amended.](#)

[Exhibit 2.](#) [List of Members of Group](#)

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MEMBERS OF GROUP

Highfields Capital Management LP  
Highfields GP LLC  
Highfields Associates LLC  
Jonathon S. Jacobson  
Highfields Capital I LP  
Highfields Capital II LP  
Highfields Capital III L.P.

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