

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT  
Under the Securities Act of 1933**

**LIBERTY INTERACTIVE CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**12300 Liberty Boulevard  
Englewood, Colorado 80112**  
(Address of Principal Executive Offices) (Zip Code)

**84-1288730**  
(I.R.S. Employer  
Identification No.)

**Liberty Interactive Corporation 2010 Incentive Plan  
(As Amended and Restated Effective November 7, 2011)**  
(Full title of plan)

**Charles Y. Tanabe, Esq.**  
**Liberty Interactive Corporation**  
**12300 Liberty Boulevard**  
**Englewood, Colorado 80112**  
**(720) 875-5400**  
(Name, Address and Telephone Number, Including Area  
Code, of Agent for Service)

**Copy to:**  
**Renee L. Wilm, Esq.**  
Baker Botts L.L.P.  
30 Rockefeller Plaza  
New York, New York 10112  
(212) 408-2500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (In \$)

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<b>Exhibit No.</b>	<b>Description</b>
4.1	Specimen Certificate for shares of Series A Liberty Interactive common stock, par value \$.01 per share, of the Registrant (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-177841) as filed on November 9, 2011).
5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being offered.

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**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Liberty Interactive Corporation:

We consent to the incorporation by reference in the registration statement on Form S-8 regarding the Liberty Interactive Corporation 2010 Incentive Plan (As Amended and Restated Effective November 7, 2011) of our reports, dated February 23, 2012, with respect to the consolidated balance sheets of Liberty Interactive Corporation and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of operations, comprehensive earnings (loss), cash flows, and equity for each of the years in the three-year period ended December 31, 2011, and the effectiveness of internal control over financial reporting as of December 31, 2011.

/s/ KPMG LLP  
KPMG LLP

Denver, Colorado  
November 12, 2012

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