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

SCHEDULE TO

AMENDMENT NO. 5
(RULE 14D-100)

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

zulily, inc.

(Name of Subject Company)

MOCHA MERGER SUB, INC.

(Offeror)

LIBERTY INTERACTIVE CORPORATION

(Parent of Offeror)
(Names of Filing Persons)

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CLASS A COMMON STOCK, \$0.0001
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Liberty Interactive Corporation, a Delaware corporation ("Liberty Interactive"), Merger Sub, Inc., a Delaware corporation, and an indirect wholly owned subsidiary of Liberty Interactive ("Purchaser") with the Securities and Exchange Commission (the "SEC") on September 1, 2015, as amended by Amendment No. 1 to the Schedule TO filed with the SEC on September 11, 2015, Amendment No. 2 to the Schedule TO filed with the SEC on September 17, 2015, Amendment No. 3 to the Schedule TO filed with the SEC on September 21, 2015 and Amendment No. 4 to the Schedule TO filed with the SEC on September 23, 2015. The Schedule TO relates to the offer (the "Offer") by Purchaser to exchange each issued and outstanding share of common stock of zulily, inc., a Delaware corporation ("zulily"), for consideration (the "Offer Consideration") consisting of:

- \$9.375 in cash, without interest, and
- 0.3098 of a share of Series A QVC Group common stock of Liberty Interactive, par value \$0.01 per share,

subject to the terms and conditions described in the Prospectus/Offer to Exchange (as defined below) and the related Letter of Transmittal (as defined below). Capitalized terms used not but not otherwise defined herein have the meanings ascribed to such terms in the Schedule TO and the related exhibits incorporated therein by reference.

The Offer is being made pursuant to an Agreement and Plan of Reorganization, dated as of August 16, 2015 (as it may be amended from time to time, the "Reorganization Agreement"), by and among Liberty Interactive, Purchaser, Ziggy Merger Sub, LLC, a Delaware limited liability company and a direct wholly owned merger subsidiary of Liberty Interactive ("Merger Sub 2"), and zulily, which contemplates the Offer and the subsequent merger of Purchaser with and into zulily (the "first merger") with zulily surviving. In the first merger, which is expected to occur on the same day the Offer is consummated, each outstanding share of zulily common stock that Purchaser did not acquire in the Offer, other than those shares held by Liberty Interactive, Purchaser, Merger Sub 2 or zulily, or stockholders of zulily who properly demand appraisal in accordance with Delaware law (and who do not fail to perfect or otherwise effectively withdraw their demand or otherwise waive or lose their right to appraisal), will automatically be converted into the Offer Consideration. Immediately after the first merger, (i) zulily will become a wholly owned subsidiary of Liberty Interactive, and the former zulily stockholders will no longer have any direct ownership interest in zulily or its business and (ii) zulily will merge with and into Merger Sub 2 (the "second merger"). Merger Sub 2 will survive and be renamed "zulily, llc." The first merger and the second merger are referred to together as the "mergers."

On September 1, 2015, Liberty Interactive filed with the SEC a registration statement on Form S-4 (as amended from time to time, the "Registration Statement"), as amended by Amendment No. 1 to the Registration Statement filed with the SEC on September 23, 2015, relating to the shares of Liberty Interactive Series A QVC Group common stock to be issued to zulily stockholders and holders of stock options and restricted stock units in the Offer and the mergers. The Registration Statement was declared effective by the SEC on September 23, 2015. The terms and conditions of the Offer and the mergers are described in the Prospectus/Offer to Exchange, which is a part of the Registration Statement (the "Prospectus/Offer to Exchange"), and the related letter of transmittal (the "Letter of Transmittal"), which are filed as dwvhica\$nd (ii) tttt

