

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 2054 5



Item 7.01. Regulation FD Disclosure

On August 16, 2016 and August 18, 2016, Liberty Interactive Corporation announced the proposed offering and the pricing, respectively, by its wholly owned subsidiary Liberty Interactive LLC ("Liberty LLC") of \$675 million

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Name</u> |
|--------------------|--|
| 99.1 | Press Release, dated August 16, 2016 regarding the offering. |
| 99.2 | Press Release, dated August 18, 2016 regarding the pricing. |

Liberty Interactive Corporation Announces Proposed Private Offering of Exchangeable Senior Debentures

ENGLEWOOD, Colo.--(BUSINESS WIRE)-- Liberty Interactive Corporation ("Liberty") (Nasdaq: QVCA, QVCB, LVNTA, LVNTB) announced today that its wholly owned subsidiary Liberty Interactive LLC (the "Company") intends to issue senior debentures exchangeable for Charter Communications, Inc. Class A common stock in a private offering. The debentures will be exchangeable at the option of holders during specified periods. Upon an exchange of debentures, the Company, at its option, may deliver Charter Communications, Inc.

Liberty Interactive Prices Private Offering of \$675 Million of 1.75% Exchangeable Senior Debentures due 2046

ENGLEWOOD, Colo.--(BUSINESS WIRE)-- Liberty Interactive Corporation ("Liberty") (Nasdaq: QVCA, QVCB, LVNTA, LVNTB) announced today that its wholly owned subsidiary Liberty Interactive LLC (the "Company") has priced and agreed to sell to initial purchasers in a private offering \$675 million aggregate principal amount of its 1.75% exchangeable senior debentures due 2046 (the "debentures"). The Company has also granted to the initial purchasers an option to purchase additional debentures with an aggregate principal amount up to \$75 million.

Upon an exchange of debentures, the Company, at its option, may deliver Charter Communications, Inc. ("Charter") Class A common stock, cash or a combination of Charter Class A common stock and cash. Initially, 2,9317 shares of Charter Class A common stock are attributable to each \$1,000 principal amount of debenture, representing an initial exchange price of approximately \$341.10 for each Charter share. A total of approximately 2.0 million shares of Charter Class A common stock are attributable to the debentures (assuming the initial purchasers do not exercise their option to purchase additional debentures). Interest will be payable quarterly on March 31, June 30, September 30 and December 31 of each year, commencing December 31, 2016. The debentures may be redeemed by the Company, in whole or in part, on or after October 5, 2023. Holders of the debentures also have the right to require the Company to purchase their debentures on October 5, 2023. The redemption and purchase price will generally equal 100% of the adjusted principal amount of the debentures plus accrued and unpaid interest.

The offering is expected to close on August 23, 2016, subject to satisfaction of customary closing conditions.

The Company expects to use the net proceeds of the offering for one or more of the following purposes: to repay up to \$450 million outstanding under a margin loan facility recently entered into by its wholly owned special purpose subsidiary LV Bridge, LLC; to repurchase, in privately negotiated transactions, its outstanding 0.75% exchangeable senior debentures due 2043 (the "2043 Debentures"); and to the extent holders tender their 2043 Debentures for exchange, to satisfy its exchange obligation in cash. Any remaining net proceeds will be used for general corporate purposes and will be held in escrow for the benefit of the debentureholders. The offering is expected to close on August 23, 2016, subject to satisfaction of customary closing conditions.



Liberty, including its most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, for risks and uncertainties related to Liberty.

About Liberty Interactive Corporation

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