

ANNEX B

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

FORM
REGISTRATION STATEMENT
under the Securities Act of 1933

PROPERTY INTEREST DISCLOSURE
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

12300 Liberty Boulevard
Englewood, Colorado 80112

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

(Address of Principal Executive Offices) (Zip Code)

zulily, inc. 2009 Equity Incentive Plan
zulily, inc. 2013 Equity Plan
(Full title of plans)

84-1288730

Richard N. Ba 2

EXPLANATORY NOTE

Pursuant to the Agreement and Plan of Reorganization, dated as of August 16, 2015, by and among Liberty Interactive Corporation (the "Registrant"), Mocha Merger Sub, Inc., Ziggy Merger Sub, LLC and zulily, inc. (the "Reorganization Agreement"), at the First Effective Time (as defined in the Reorganization Agreement), each outstanding award issued pursuant to the zulily, inc. 2009 Equity Incentive



Exhibit No.

Description

- 5.1 Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Baker Botts L.L.P. (included in Exhibit 5.1).
- 24.1 Power of Attorney (begins on page II-8).
- 99.1 zulily, inc. 2009 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to zulily, inc.'s Registration Statement on Form S-1 (File No. 333-191617) as filed on October 8, 2013).
- eD**
- 99.2 zulily, inc. 2013 Equity Plan (incorporated by reference to Exhibit 10.3 to Amendment No. 1 to zulily, inc.'s Registration Statement on Form S-1 (File No. 333-191617) as filed on October 17, 2013).

Item 9. Und yApi

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher W. Shean and Richard N. Baer his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John C. Malone</u> John C. Malone	Chairman of the Board and Director	October 7, 2015
<u>/s/ Gregory B. Maffei</u> Gregory B. Maffei	Chief Executive Officer (Principal Executive Officer), President and Director	October 7, 2015
<u>/s/ Christopher W. Shean</u> Christopher W. Shean	Chief Financial Officer (Principal Financial and Principal Accounting Officer) and Senior Vice President	October 7, 2015
<u>/s/ Michael A. George</u> Michael A. George	Director	October 7, 2015
<u>/s/ M. Ian G. Gilchrist</u> M. Ian G. Gilchrist	Director	October 7, 2015
<u>/s/ Evan D. Malone</u> Evan D. Malone	Director	October 7, 2015
<u>/s/ David E. Rapley</u> David E. Rapley	Director	October 7, 2015
<u>/s/ M. LaVoy Robison</u> M. LaVoy Robison	Director	October 7, 2015
<u>/s/ Larry E. Romrell</u> Larry E. Romrell	Director	October 7, 2015
<u>/s/ Mark Vadon</u> Mark Vadon	Director	October 7, 2015

Name

Title

Date

/s/ Andrea L. Wong
Andrea L. Wong

Director

October 7, 2015

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	Form of Specimen Certificate for shares of Series A QVC Group common stock, par value \$.01 per share, of the Registrant (incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form 8-A/A).
5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.



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 this Form S-8 of our report dated February 26, 2015, with respect to the consolidated balance sheets of Liberty Interactive Corporation and subsidiaries (the Company) as of December 31, 2014 and 2013, 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, 2014, and the effectiveness of internal control over financial reporting as of December 31, 2014, which reports appear in the December 31, 2014 annual report on Form 10-K of the Company.

Our report dated February 26, 2015, on the effectiveness of internal control over financial reporting as of December 31, 2014, expresses our opinion that the Company did not maintain effective internal control over financial reporting as of December 31, 2014 because of the effect of a material weakness on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states a material weakness related to the design and operating effectiveness of information technology general controls over access to applications and data has been identified and included in management's assessment.

/s/ KPMG LLP

Denver, Colorado
October 7, 2015
