



UNITED STATES

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July 29, 2016

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Directors who will determine how Splitco votes its Expedia Common Shares does not change the fact that Splitco owns a number of Expedia Common Shares ... however Splitco's board determines.”

In relevant part, Section 2(a)(24) defines a majority-owned subsidiary as a company 50 percent or more of the outstanding voting securities or which are owned by such person. Section 2(a)(42) defines a voting security as “any security presently entitling the owner or holder thereof to vote for the election of directors of a company.” The staff