

Expedia, Inc.  
Form SC TO-I/A  
August 02, 2007

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**Amendment No. 4 to**

**Schedule TO**

**Tender Offer Statement under Section**

**14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**

**Expedia, Inc.**

*(Name of Subject Company (Issuer))*

**Expedia, Inc.**

*(Name of Filing Person (Offeror/Issuer))*

**Common Stock, Par Value \$.001 Per Share**

*(Title of Class of Securities)*

**30212P105**

*(CUSIP Number of Class of Securities)*

**Burke F. Norton, Esq.**

**Executive Vice President, General Counsel and Secretary**

**Expedia, Inc.**

**3150 139th Avenue S.E.**

**Bellevue, WA 98005**

**Telephone: (425) 679-7200**

*(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)*

*Copy to:*

**Pamela S. Seymon, Esq.**

**Wachtell, Lipton, Rosen & Katz**

**51 West 52nd Street**

**New York, New York 10019**

**Telephone: (212) 403-1000**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$3,499,999,950

**Amount of Filing Fee\*\***

\$107,450

\* Calculated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, as amended, the

Transaction  
Valuation was  
calculated by  
multiplying  
116,666,665  
(the maximum  
number of  
shares originally  
sought to be  
repurchased) by  
the maximum  
possible tender  
offer price of  
\$30.00 per  
share.

\*\* The amount of  
the filing fee,  
calculated in  
accordance with  
Rule 0-11(b)(1)  
of the Securities  
Exchange Act  
of 1934, as  
amended, equals  
\$30.70 per  
million of the  
value of the  
transaction.

b Check box if  
any part of the  
fee is offset as  
provided by  
Rule 0-11(a)(2)  
and identify the  
filing with  
which the  
offsetting fee  
was previously  
paid. Identify  
the previous  
filing by  
registration  
statement  
number, or the  
Form or  
Schedule and  
the date of its  
filing.

Edgar Filing: Expedia, Inc. - Form SC TO-I/A

Amount Previously Paid: \$107,450

Filing Party: Expedia, Inc.

Form or Registration No.: Schedule TO

Date Filed: June 29, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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**Amendment No. 4 to Schedule TO**

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the Commission ) on June 29, 2007 (the Schedule TO ) by Expedia, Inc., a Delaware corporation ( Expedia ), as amended by Amendment No. 1 to Schedule TO filed with the Commission on June 29, 2007, Amendment No. 2 to Schedule TO filed with the Commission on July 23, 2007 and Amendment No. 3 to Schedule TO filed with the Commission on July 25, 2007, relating to the tender offer by Expedia pursuant to which Expedia is offering to purchase for cash up to 25,000,000 shares of Expedia s common stock, par value \$.001 per share ( Shares ), at a price determined by Expedia of not more than \$30.00 nor less than \$27.50 per Share, net to the seller in cash, without interest. The offer to purchase is made upon the terms and subject to the conditions set forth in the offer to purchase, dated June 29, 2007 (the Offer to Purchase ), the related letter of transmittal (the Letter of Transmittal ), and the supplement to the Offer to Purchase, dated July 25, 2007 (the Supplement ), which together, as each may be amended or supplemented from time to time, constitute the Offer.

This Amendment No. 4 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase, the Letter of Transmittal and the Supplement were previously filed with the Schedule TO as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(H), respectively. The information in the Offer to Purchase and the Supplement is incorporated into this Amendment No. 4 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented as provided herein.

**Item 11. Additional Information.**

(b) *Other Material Information.* On August 2, 2007, Expedia issued a press release announcing its financial results for the quarter ended June 30, 2007. The full text of this press release, attached as Exhibit (a)(5)(I) hereto, is incorporated herein by reference.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended by adding the following exhibits:

(a)(5)(I) Press release of Expedia, Inc., dated August 2, 2007(18)

(18) Incorporated by reference to Expedia, Inc. s Current Report on Form 8-K filed on August 2, 2007

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**EXPEDIA, INC.**

By: /s/ Burke F. Norton

Name: Burke F. Norton

Title: Executive Vice President, General  
Counsel & Secretary

Dated: August 2, 2007

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**EXHIBIT INDEX**

- (a)(1)(A) Offer to Purchase, dated June 29, 2007(14)
- (a)(1)(B) Letter of Transmittal(14)
- (a)(1)(C) Notice of Guaranteed Delivery(14)
- (a)(1)(D) Letter to brokers, dealers, commercial banks, trust companies and other nominees, dated June 29, 2007(14)
- (a)(1)(E) Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees, dated June 29, 2007(14)
- (a)(1)(F) Letter from the Trustee of the Expedia Retirement Savings Plan to plan participants, dated June 29, 2007(14)
- (a)(1)(G) Direction Form for participants in the Expedia Retirement Savings Plan(14)
- (a)(1)(H) Supplement to Offer to Purchase, dated July 25, 2007(17)
- (a)(2) Not applicable
- (a)(3) Not applicable
- (a)(4) Not applicable
- (a)(5)(A) Summary Advertisement, dated June 29, 2007(14)
- (a)(5)(B) Letter from Dara Khosrowshahi, Chief Executive Officer of Expedia, Inc., to stockholders of Expedia, Inc., dated June 29, 2007(14)
- (a)(5)(C) Press release, dated June 19, 2007(1)
- (a)(5)(D) Letter to Warrant and Series A Cumulative Convertible Preferred Stock Holders, dated June 29, 2007(14)
- (a)(5)(E) Email Message from Dara Khosrowshahi, Chief Executive Officer of Expedia, Inc., to employees of Expedia, Inc., dated June 29, 2007, and Employee Frequently Asked Questions Regarding the Tender Offer(15)
- (a)(5)(F) Email Message from Dara Khosrowshahi, Chief Executive Officer of Expedia, Inc., to employees of Expedia, Inc., dated July 23, 2007(16)
- (a)(5)(G) Press release, dated July 23, 2007(16)
- (a)(5)(H) Summary Advertisement, dated July 25, 2007(17)
- (a)(5)(I) Press release of Expedia, Inc., dated August 2, 2007(18)
- (b)(1) Credit Agreement dated as of July 8, 2005, among Expedia, Inc., a Delaware corporation, Expedia, Inc., a Washington corporation, Travelscape, Inc., a Nevada corporation, Hotels.com, a Delaware corporation, and Hotwire, Inc., a Delaware corporation, as Borrowers; the Lenders party thereto; Bank of America, N.A., as Syndication Agent; Wachovia Bank, N.A. and The Royal Bank of Scotland PLC, as Co-Documentation Agents; JPMorgan Chase Bank, N.A., as Administrative Agent; and J.P. Morgan Europe Limited, as London Agent(2)
- (b)(2) First Amendment, dated as of December 7, 2006, to the Credit Agreement dated as of July 8, 2005, among Expedia, Inc., a Delaware corporation; Expedia, Inc., a Washington corporation; Travelscape LLC, a Nevada limited liability company; Hotels.com, a Delaware corporation; Hotwire, Inc., a Delaware corporation; the other Borrowing Subsidiaries from time to time party thereto; the Lenders from time to time party thereto; JPMorgan Chase Bank, N.A., as Administrative Agent; and J.P. Morgan Europe Limited, as London Agent(3)
- (b)(3) Second Amendment, dated as of December 18, 2006, to the Credit Agreement dated as of July 8, 2005, among Expedia, Inc., a Delaware corporation; Expedia, Inc., a Washington corporation; Travelscape LLC, a Nevada limited liability company; Hotels.com, a Delaware corporation; Hotwire, Inc., a Delaware corporation; the other Borrowing Subsidiaries from time to time party thereto; the Lenders from time to time party thereto; JPMorgan Chase Bank, N.A., as Administrative Agent; and J.P. Morgan Europe Limited, as London Agent(4)





- (d)(1) Expedia, Inc. Non-Employee Director Deferred Compensation Plan(5)
  - (d)(2) Expedia, Inc. 2005 Stock and Annual Incentive Plan(6)
  - (d)(3) Summary of Expedia, Inc. Non-Employee Director Compensation Arrangements(7)
  - (d)(4) Stockholders Agreement between Liberty Media Corporation and Barry Diller, dated as of August 9, 2005(8)
  - (d)(5) Governance Agreement, by and among Expedia, Inc., Liberty Media Corporation and Barry Diller, dated as of August 9, 2005(8)
  - (d)(6) First Amendment to Governance Agreement, by and among Expedia, Inc., Liberty Media Corporation and Barry Diller, dated as of June 19, 2007(1)
  - (d)(7) Separation Agreement, dated as of August 9, 2005, by and between IAC/InterActiveCorp and Expedia, Inc.(8)
  - (d)(8) Tax Sharing Agreement dated as of August 9, 2005, by and between IAC/InterActiveCorp and Expedia, Inc.(8)
  - (d)(9) Form of Expedia, Inc. Restricted Stock Unit Agreement (directors)(8)
  - (d)(10) Expedia, Inc. Executive Deferred Compensation Plan, effective as of August 9, 2005(9)
  - (d)(11) Expedia, Inc. Restricted Stock Unit Agreement between Expedia, Inc. and Dara Khosrowshahi, dated as of March 7, 2006(10)
  - (d)(12) Employment Agreement by and between Michael B. Adler and Expedia, Inc., effective as of May 16, 2006(11)
  - (d)(13) Expedia, Inc. Restricted Stock Unit Agreement between Expedia, Inc. and Michael B. Adler, effective as of May 16, 2006(11)
  - (d)(14) Employment Agreement by and between Burke F. Norton and Expedia, Inc., effective as of October 25, 2006(11)
  - (d)(15) Expedia, Inc., Restricted Stock Unit Agreement (First Agreement) between Expedia, Inc. and Burke F. Norton, dated as of October 25, 2006(11)
  - (d)(16) Expedia, Inc. Restricted Stock Unit Agreement (Second Agreement) between Expedia, Inc. and Burke F. Norton, dated as of October 25, 2006(11)
  - (d)(17) Form of Expedia, Inc. Restricted Stock Unit Agreement (domestic employees)(11)
  - (d)(18) Equity Warrant Agreement for Warrants to Purchase up to 14,590,514 Shares of Common Stock expiring February 4, 2009, between Expedia, Inc. and The Bank of New York, as Equity Warrant Agent, dated as of August 9, 2005(12)
  - (d)(19) Stockholder Equity Warrant Agreement for Warrants to Purchase up to 11,450,182 Shares of Common Stock, between Expedia, Inc. and Mellon Investor Services LLC, as Equity Warrant Agent, dated as of August 9, 2005(12)
  - (d)(20) Optionholder Equity Warrant Agreement for Warrants to Purchase up to 1,558,651 Shares of Common Stock, between Expedia, Inc. and Mellon Investor Services LLC, as Equity Warrant Agent, dated as of August 9, 2005(12)
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- (d)(21) Indenture, dated as of August 21, 2006, among Expedia, Inc., as Issuer, the Subsidiary Guarantors from time to time parties thereto, and The Bank of New York Trust Company, N.A., as Trustee, relating to Expedia, Inc. s 7.456% Senior Notes due 2018(11)
- (d)(22) First Supplemental Indenture, dated as of January 19, 2007, to Indenture, dated as of August 21, 2006, by and among Expedia, Inc., certain Subsidiary Guarantors (as defined therein) and The Bank of New York Trust Company, N.A., as Trustee(13)
- (d)(23) Amended and Restated Expedia, Inc. Retirement Savings Plan(14)
- (d)(24) First Amendment to Expedia, Inc. Retirement Savings Plan(14)
- (d)(25) Trust Agreement between Expedia, Inc. and Fidelity Management Trust Company, dated as of August 15, 2005, relating to the Expedia Retirement Savings Plan(3)
- (g) Not applicable
- (h) Not applicable
  
- (1) Incorporated by reference to Expedia, Inc. s Current Report on Form 8-K filed on June 19, 2007
  
- (2) Incorporated by reference to Expedia, Inc. s Current Report on Form 8-K filed on July 14, 2005
  
- (3) Incorporated by reference to Expedia, Inc. s Tender Offer Statement on Schedule TO (File No. 005-80395) filed on December 11, 2006
  
- (4) Incorporated by reference to Expedia, Inc. s Amendment No. 3 to Tender Offer Statement on Schedule TO

(File  
No. 005-80395)  
filed on  
December 22,  
2006

(5) Incorporated by  
reference to  
Expedia, Inc. s  
Registration  
Statement on  
Form S-4/A  
(File No.  
333-124303-01)  
filed on June 13,  
2005

(6) Incorporated by  
reference to  
Expedia, Inc. s  
Registration  
Statement on  
Form S-8 (File  
No.  
333-127324)  
filed on  
August 9, 2005

(7) Incorporated by  
reference to  
Expedia, Inc. s  
Quarterly Report  
on Form 10-Q  
for the quarter  
ended March 31,  
2007

(8) Incorporated by  
reference to  
Expedia, Inc. s  
Quarterly Report  
on Form 10-Q  
for the quarter  
ended  
September 30,  
2005

(9) Incorporated by  
reference to  
Expedia, Inc. s  
Current Report

on Form 8-K  
filed on  
December 20,  
2005

(10) Incorporated by  
reference to  
Expedia, Inc. s  
Annual Report  
on Form 10-K  
for the fiscal  
year ended  
December 31,  
2005

(11) Incorporated by  
reference to  
Expedia, Inc. s  
Quarterly Report  
on Form 10-Q  
for the quarter  
ended  
September 30,  
2006

(12) Incorporated by  
reference to  
Expedia, Inc. s  
Registration  
Statement on  
Form 8-A/A  
filed on  
August 22, 2005

(13) Incorporated by  
reference to  
Expedia, Inc. s  
Registration  
Statement on  
Form S-4 (File  
No.  
333-140195)  
filed on  
January 25,  
2007

(14) Previously filed  
with Expedia,  
Inc. s Tender  
Offer Statement  
on Schedule TO

filed on June 29,  
2007

(15) Previously filed  
with  
Amendment  
No. 1 to  
Expedia, Inc. s  
Tender Offer  
Statement on  
Schedule TO on  
June 29, 2007

(16) Previously filed  
with  
Amendment  
No. 2 to  
Expedia, Inc. s  
Tender Offer  
Statement on  
Schedule TO on  
July 23, 2007

(17) Previously filed  
with  
Amendment  
No. 3 to  
Expedia, Inc. s  
Tender Offer  
Statement on  
Schedule TO on  
July 25, 2007

(18) Incorporated by  
reference to  
Expedia, Inc. s  
Current Report  
on Form 8-K  
filed on  
August 2, 2007