

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☒ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>LIBERTY INTERACTIVE 401K SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2012</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/2012</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/2012</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LIBERTY INTERACTIVE CORPORATION</u> <u>12300 LIBERTY BLVD</u> <u>ENGLEWOOD, CO 80112-7009</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>84-1288730</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>720-875-5400</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>515210</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>84-1288730</u>	2c Sponsor's telephone number <u>720-875-5400</u>	2d Business code (see instructions) <u>515210</u>	
2b Employer Identification Number (EIN) <u>84-1288730</u>					
2c Sponsor's telephone number <u>720-875-5400</u>					
2d Business code (see instructions) <u>515210</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>09/08/2014</u> Date	<u>BRIAN WENDLING</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	2942
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	192
d Subtotal. Add lines 6a , 6b , and 6c	6d	3134
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	3135
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1385
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	86
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 3H 3D 2T 2R 2K 2J 2G 2F 2E		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>LIBERTY INTERACTIVE 401K SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LIBERTY INTERACTIVE CORPORATION</u>	D Employer Identification Number (EIN) <u>84-1288730</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
<u>FIDELITY IIOC, INC.</u>
<u>04-2647786</u>

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

COOK STREET CONSULTING

84-0854432

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTANT	3750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY IIOC, INC.

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71 37 65 64	RECORDKEEPER	27004	Yes ☒ No ☐	Yes ☒ No ☐		Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY IIOC, INC. 04-2647786	60	
(d) Enter name and EIN (address) of source of indirect compensation		
THORNBURG INT VAL R5- BOSTON FINAN PO BOX 8480 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY IIOC, INC. 04-2647786	60	
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO TOT RETURN ADM- BOSTON FINAN PO BOX 8480 BOSTON, MA 02266	0.27%	
(a) Enter service provider name as it appears on line 2		
FIDELITY IIOC, INC. 04-2647786	60	
(d) Enter name and EIN (address) of source of indirect compensation		
PIMCO HIGH YIELD ADM- BOSTON FINAN PO BOX 8480 BOSTON, MA 02266	0.27%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY IIOC, INC. 04-2647786	60	
(d) Enter name and EIN (address) of source of indirect compensation		
DODGE & COX STOCK- BOSTON FINAN PO BOX 8480 BOSTON, MA 02266	0.10%	
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
(a) Enter service provider name as it appears on line 2		
FIDELITY IIOC, INC. 04-2647786	60	
(d) Enter name and EIN (address) of source of indirect compensation		
DAVIS NY VENTURE A- BOSTON FINAN 330 W 9TH STREET KANSAS CITY, MO 66160	0.40%	
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		
(a) Enter service provider name as it appears on line 2		
FIDELITY IIOC, INC. 04-2647786	60	
(d) Enter name and EIN (address) of source of indirect compensation		
C&S INST GLB REAL SH- BOSTON FINAN 330 W 9TH STREET KANSAS CITY, MO 66160	0.10%	
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY IIOC, INC. 04-2647786	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON GROWTH - DST SYSTEMS, INC. 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY IIOC, INC. 04-2647786	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALZGI NFJ SMCPLV IS- BOSTON FINAN 330 W 9TH STREET KANSAS CITY, MO 66160	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY IIOC, INC. 04-2647786	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AF GRTH FUND AMER R4- AMERICAN FUND 95-2566717	0.35%	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>LIBERTY INTERACTIVE 401K SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LIBERTY INTERACTIVE CORPORATION</u>		D Employer Identification Number (EIN) <u>84-1288730</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		2597349
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		100054
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		553938
	(9) Value of interest in common/collective trusts.....	1c(9)		0
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		35623188
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f		38874529

Liabilities

g Benefit claims payable	1g		311156
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		311156

Net Assets

l Net assets (subtract line 1k from line 1f)	1l		38563373
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3039794	
(B) Participants	2a(1)(B)	6676424	
(C) Others (including rollovers)	2a(1)(C)	764792	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10481010
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	20989	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		20989
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1143271	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1143271
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		521612
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		12166882

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2101571	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2101571
f Corrective distributions (see instructions)	2f		311156
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	31034	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		31034
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2443761

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		9723121
l Transfers of assets:			
(1) To this plan.....	2l(1)		28840252
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **KPMG, LLP**

(2) EIN: **13-5565207**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a	X		87566
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		5000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan LIBERTY INTERACTIVE 401K SAVINGS PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 LIBERTY INTERACTIVE CORPORATION		D Employer Identification Number (EIN) 84-1288730
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-3514297		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3 0
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a 0
b Enter the amount contributed by the employer to the plan for this plan year		6b 0
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c 0
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Independent Auditors' Report

The Plan Administrative Committee
Liberty Interactive 401(k) Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Liberty Interactive 401(k) Savings Plan ("the Liberty Interactive Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 8, which was certified by Fidelity Management Trust Company, the trustee of the Liberty Interactive Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012, and for the year then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule H, Line 4a - schedule of delinquent participant contributions and schedule H, Line 4i - schedule of assets (held at end of year) for the year ended or as of December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Denver, Colorado
October 1, 2013

Schedule II

LIBERTY INTERACTIVE 401(k) SAVINGS PLAN Schedule
H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Identity of issue	Description of investment	Current value
Pacific Investment Management Company LLC	PIMCO High Yield Administrative	\$ 1,002,922
Allianz Global Investors Fund Management LLC	Allianz NFJ Small-Cap Value Instl	2,185,653
* Fidelity Management & Research Company	Fidelity Retirement Money Market	2,032,704
BAMCO	Baron Growth Retail	1,574,519
* Fidelity Management & Research Company	Fidelity Low-Priced Stock	3,677,321
* Fidelity Management & Research Company	Fidelity Spartan International Index Instl	346,484
* Fidelity Management & Research Company	Fidelity Freedom Income	47,946
* Fidelity Management & Research Company	Fidelity Freedom 2000	79,566
* Fidelity Management & Research Company	Fidelity Freedom 2010	208,812
* Fidelity Management & Research Company	Fidelity Freedom 2020	1,850,957
* Fidelity Management & Research Company	Fidelity Freedom 2030	3,070,196
* Fidelity Management & Research Company	Fidelity Freedom 2040	4,923,093
* Fidelity Management & Research Company	Fidelity Freedom 2050	2,389,507
Davis Selected Advisers, L.P.	Davis NY Venture A	146,606
Thornburg Investment Management, Inc.	Thornburg International Value R5	4,095,218
* Fidelity Management & Research Company	Fidelity US Treasury Money Market	56,487
Pacific Investment Management Company LLC	PIMCO Total Return Administrative Class	1,476,697
Dodge & Cox	Dodge and Cox Stock	1,319,191
Capital Research and Management Company	American Funds Growth Fund of America R4	2,562,830
The Vanguard Group, Inc.	Vanguard Inflation - Protected Securities Admin	378,110
Cohen & Steers Capital Management, Inc.	Cohen & Steers Instl Global Realty	1,051,872
* Fidelity Management & Research Company	Fidelity Spartan 500 Index Inv.	3,235,689
* Fidelity Management & Research Company	Brokerage Accounts	608,211
* Notes receivable from participants	Interest rates ranging from 3.5% to 7.0% with maturity dates through September 2021	553,938
		<u>\$ 38,874,529</u>

* Indicates a party-in-interest.

The information shown on this schedule was prepared from information provided by Fidelity Management Trust Company, the Plan's trustee, and certified as complete and accurate.

See accompanying Independent Auditors' Report.



LIBERTY INTERACTIVE 401(k) SAVINGS PLAN

Financial Statements and Supplemental Schedules

December 31, 2012

(With Independent Auditors' Report Thereon)

LIBERTY INTERACTIVE 401(k) SAVINGS PLAN

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Schedule I - Schedule H, Line 4a - Schedule of Delinquent Participant Contributions, Year ended December 31, 2012	13
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KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Independent Auditors' Report

The Plan Administrative Committee
Liberty Interactive 401(k) Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Liberty Interactive 401(k) Savings Plan ("the Liberty Interactive Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 8, which was certified by Fidelity Management Trust Company, the trustee of the Liberty Interactive Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012, and for the year then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule H, Line 4a - schedule of delinquent participant contributions and schedule H, Line 4i - schedule of assets (held at end of year) for the year ended or as of December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.



Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

Denver, Colorado
October 1, 2013

LIBERTY INTERACTIVE 401(k) SAVINGS PLAN

Statement of Net Assets Available for Benefits

December 31, 2012

Assets:

Investments, at fair value:

Mutual funds (note 2)	\$ 37,712,380
Brokeragelink accounts (note 2)	<u>608,211</u>
Total investments	<u>38,320,591</u>

Receivables:

Notes receivable from participants (notes 1 and 2)	<u>553,938</u>
Total assets	<u>38,874,529</u>

Liabilities:

Payable for required refund of excess contributions and earnings thereon	<u>(311,156)</u>
--	------------------

Net assets available for benefits	<u><u>\$ 38,563,373</u></u>
-----------------------------------	-----------------------------

See accompanying notes to financial statements.

LIBERTY INTERACTIVE 401(k) SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

Additions:

Net investment income:

Net appreciation in fair value of investments	\$ 521,612
Interest and dividend income	<u>1,143,271</u>

Total net investment income	<u>1,664,883</u>
-----------------------------	------------------

Interest on notes receivable from participants	20,989
--	--------

Contributions:

Employer	3,039,794
Participant	6,676,424
Rollovers	<u>764,792</u>
	<u>10,481,010</u>

Total additions to net assets	12,166,882
-------------------------------	------------

Deductions:

Administrative expenses	(31,034)
Refund of excess contributions and earnings thereon	(311,156)
Distributions to participants	<u>(2,101,571)</u>
Total deductions	<u>(2,443,761)</u>

Assets transferred from other plans (note 1)	<u>28,840,252</u>
--	-------------------

Net increase in net assets available for benefits	38,563,373
---	------------

Net assets available for benefits:

Beginning of year	<u>--</u>
End of year	<u><u>\$ 38,563,373</u></u>

See accompanying notes to financial statements.

LIBERTY INTERACTIVE 401(k) SAVINGS PLAN

Notes to Financial Statements

December 31, 2012

(1) Description of the Liberty Interactive Plan

The following description of the Liberty Interactive 401(k) Savings Plan (the “Liberty Interactive Plan”) is provided for general information purposes only. Participants should refer to the plan document for more complete information. The Liberty Interactive Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

General

The Liberty Interactive Plan is a defined contribution plan sponsored by Liberty Interactive Corporation (“Liberty Interactive” or “the Company”) established effective January 1, 2012. The Plan Administrative Committee of the Liberty Interactive Plan serves as the Plan Administrator for the Liberty Interactive Plan.

The Liberty Interactive Plan enables participating employees of Liberty Interactive and its qualifying subsidiaries to receive benefits upon retirement. Employees of Liberty Interactive and certain 80% or more owned subsidiaries of Liberty Interactive Corporation who are at least 18 years of age are eligible to participate in the Liberty Interactive Plan either immediately upon hire or, for certain specified employees, after one year of service and at least 21 years of age (as defined in the Liberty Interactive Plan document).

Plan Mergers

During 2012, the following qualified defined contribution plans merged into the Liberty Interactive Plan, with the Liberty Interactive Plan as the surviving and continuing plan. As a result, assets of \$28,840,252 were transferred into the Liberty Interactive Plan during 2012.

<u>Predecessor Plan Name</u>	<u>Date of Merger</u>	<u>Balance Transferred</u>
Bodybuilding.com, LLC 401(k) Plan	3/1/2012	\$ 2,591,656
Commerce Technologies, Inc. 401(k) Profit Sharing Plan	3/13/2012	3,929,827
PC Acquisition 401(k) Plan	3/19/2012	1,328,519
Provide Commerce, Inc. 401(k) Savings Plan	3/28/2012	18,786,772
Backcountry.com 401(k) Plan	4/2/2012	<u>2,203,478</u>
		<u>\$ 28,840,252</u>

Contributions

Subject to the Internal Revenue Service (“IRS”) limitations described below, participants may make pre-tax contributions to the Liberty Interactive Plan of up to 75% of their compensation, as defined. Pursuant to the terms of the Liberty Interactive Plan, Liberty Interactive, and its subsidiaries will make matching contributions as follows, as approved by the Company and its subsidiaries’ respective management teams:

<u>% of participant contributions</u>	<u>Maximum match as a % of eligible compensation</u>
100%	6%
50%	3%

All participant contributions and employer matching contributions are subject to limitations as determined annually by the IRS. Employee pre-tax contributions were limited to \$17,000 in 2012. Combined employee pre-tax and employer matching contributions per participant (excluding catch-up contributions) were limited to \$50,000 in 2012. Catch-up contributions, as defined in the Economic Growth and Tax Relief Reconciliation Act of 2001, are permitted for those eligible employees, are not matched by the employer, and are limited to \$5,500 in 2012. Liberty Interactive and its subsidiaries reserve the right to change the matching contribution amounts at any time.

Employer contributions, both vested and unvested, can be invested in any investment option offered in the Liberty Interactive Plan, including the Brokeragelink option, as directed by the participant.

Rollovers

Participants may elect to rollover amounts from other qualified plans or individual retirement accounts into the Liberty Interactive Plan provided that certain conditions are met.

Participant Accounts

Each participant's account is credited with (a) the participant's contributions, (b) employer matching contributions, and (c) allocations of plan earnings and losses, as determined by the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to the lesser of \$50,000 or 50% of their vested account balance. Notes receivable, other than those transferred from other plans, must be repaid within five years and bear interest at a rate equal to the prime rate of interest in effect on the last day of the month preceding the month in which the loan was made plus 1%. The interest rate will be updated monthly on the first day of the following month for any changes to the prime rate that occur during any given month. Notes receivable transferred from other plans retain the repayment terms and interest rates in effect at the time of transfer. Notes receivable are secured by the vested balance in the participant's account. At December 31, 2012, outstanding notes receivable had interest rates ranging from 3.25% to 7.00% and maturity dates through September 1, 2021. Principal and interest repayments are paid ratably through payroll deductions or through the use of automatic bank draft after termination of employment.

Forfeitures

Forfeitures of employer contributions (due to participants' termination prior to full vesting) are first used to pay Liberty Interactive Plan expenses, with any excess used to reduce the participating employers' future employer matching contributions. Forfeitures aggregated \$70,418 during 2012. Forfeitures of \$4,883 were used to pay Liberty Interactive Plan expenses during 2012. In addition, the Plan holds an immaterial amount in unallocated accounts related to uncashed stale dated checks. Unused forfeitures aggregated \$80,902 at December 31, 2012.

Investment Options

As of December 31, 2012, the Liberty Interactive Plan has various investment options including 22 mutual funds. The mutual funds include money market, bond, real estate, domestic and international stock funds, small to large cap funds, growth and value funds, and seven asset allocation funds based on target retirement dates. In addition, the Liberty Interactive Plan offers a brokerage option, Brokeragelink, whereby participants can elect to invest in publicly traded investments and mutual funds not offered directly by the Liberty Interactive Plan. A complete list of investment options can be found on Schedule II

to these financial statements. Plan participants may change investment options and contribution percentages at any time.

Benefit Payments

Distributions from the Liberty Interactive Plan may be made to a participant upon attaining the age of 59 ½, death, total disability, financial hardship, or termination of employment. Distributions and other withdrawals are processed on a daily basis.

Vesting

Participant contributions are always fully vested. Participants acquire a vested right in employer matching contributions, other than employer contributions transferred from other plans, as follows:

<u>Years of service</u>	<u>Vesting percentage</u>
Less than 1	0%
1 year	50%
2 years	100%

Employer matching contributions transferred from other plans vest according to the terms specified in the transferor plans.

Trust Fund Managed by Fidelity Management Trust Company (“Trustee”)

Under the terms of a trust agreement between Liberty Interactive and the Trustee, the Trustee manages a trust fund on behalf of the Liberty Interactive Plan and has been granted authority concerning purchases and sales of investments for the trust fund.

Recordkeeping Services

Under the terms of a service agreement, Fidelity Workplace Services LLC provides recordkeeping service to the Plan.

(2) Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements of the Liberty Interactive Plan have been prepared on the accrual basis of accounting and present the net assets available for benefits and the changes in those net assets.

Valuation of Investments

Investments are reflected in the accompanying financial statements at fair value. Fair value represents the closing prices at December 31, 2012 for those securities having readily available market quotations. Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Liberty Interactive Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (“NAV”) and to transact at that price. The net asset value is used as a practical expedient to determine fair value.

Changes in market values after the Liberty Interactive Plan's year end are not reflected in the accompanying financial statements.

Securities and investment transactions are accounted for on the trade date. The cost basis of such shares distributed is determined using the average cost method. Dividend income is recorded on the ex-dividend date. Income, including interest income, from other investments is recorded as earned on an accrual basis.

The net appreciation or depreciation in fair value of investments (net realized and unrealized gains or losses) is reflected in the accompanying statements of changes in net assets available for benefits and is determined as the difference between the market value at the beginning of the year (or date purchased during the year) and selling price or year-end market value.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent notes receivable are reclassified as deemed distributions based upon the terms of the Liberty Interactive Plan.

Distributions to Participants

Distributions requested by participants are recorded when paid.

(3) Plan Termination

Although Liberty Interactive has not expressed any intent to terminate the Liberty Interactive Plan, it may do so at any time, subject to the provisions of ERISA. The Liberty Interactive Plan provides for full and immediate vesting of all participant rights upon termination of the Liberty Interactive Plan.

(4) Risks and Uncertainties

The Liberty Interactive Plan invests in various investment securities. Investment securities are exposed to various risks such as significant world events, interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for participant benefits.

(5) Income Taxes

For the Liberty Interactive Plan, Liberty Interactive has adopted a volume submitter plan sponsored by Fidelity Management and Research Company that received an opinion letter from the IRS dated March 31, 2008 stating that the written form of the volume submitter plan document is qualified under section 401(k) of the Internal Revenue Code ("IRC"), and that any employer adopting this form of the plan will be considered to have a plan qualified under section 401(a) of the IRC. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. Liberty Interactive believes that the Plan is being operated in accordance with the applicable requirements of the IRC, and therefore believes the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Liberty Interactive Plan administrator has analyzed the tax positions taken by the Liberty Interactive Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The

Liberty Interactive Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Plan Expenses

Any employer contribution amounts forfeited pursuant to the terms of the Liberty Interactive Plan may be used to pay Liberty Interactive Plan expenses, except that the fees charged by the Trustee for notes receivable from participants and qualified domestic relations orders are paid by the participant utilizing such feature. In addition, certain investment related expenses reduce investment income in the accompanying statement of changes in net assets available for benefits. Any additional administrative expenses of the Liberty Interactive Plan are paid by Liberty Interactive.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Significant estimates include determination of fair value of investments. Actual results could differ from those estimates.

(6) Investments

The following table presents investments that exceed 5% or more of the Liberty Interactive Plan's net assets as of December 31, 2012:

Mutual Funds:

ALLNZ NFJ Small-Cap Value	\$	2,185,653
Fidelity Retirement Money Market Fund	\$	2,032,704
Fidelity Low-Priced Stock Fund	\$	3,677,321
Fidelity Freedom 2030 Fund	\$	3,070,196
Fidelity Freedom 2040 Fund	\$	4,923,093
Fidelity Freedom 2050 Fund	\$	2,389,507
Thornburg International Value R5	\$	4,095,218
American Funds Growth Fund of America R4	\$	2,562,830
Fidelity Spartan 500 Index Inv.	\$	3,235,689

During the year ended December 31, 2012, the Liberty Interactive Plan's investments in mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$521,612.

Fair Value Measurements

U.S. generally accepted accounting principles establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1
Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.

- Level 2
Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3
Unobservable inputs for the asset or liability.

Certain investments are reported at fair value on a recurring basis in the statement of net assets available for benefits. The following methods and assumptions were used to estimate the fair values:

Mutual funds and money market funds— Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Liberty Interactive Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and are classified as Level 1.

Common stock and other exchange traded equity securities—The fair value of these investments is based on the closing price per the primary stock exchange on which they are traded and are classified as Level 1.

Brokeragelink account—This asset category represents a separate brokerage account that offers a wide range of investment opportunities including mutual funds and common stocks listed on major U.S. exchanges and fixed-income securities. The fair value of common stocks and other exchange traded investments that are publicly traded is based on the closing price per the primary stock exchange on which they are traded and are classified as Level 1. The fair value of mutual funds is based on the net asset values of shares held at year-end and are classified as Level 1.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan's valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There were no changes in methodologies or leveling in 2012.

The below tables present the fair value of assets by category measured on a recurring basis as of December 31, 2012.

Assets at Fair Value as of December 31, 2012				
(amounts in thousands)				
	Level 1	Level 2	Level 3	Total fair value
<u>Investments</u>				
Mutual funds:				
Large Cap Growth	\$ 2,562,830	--	--	\$ 2,562,830
Large Cap Value	1,319,191	--	--	1,319,191
Large Cap Blend	3,382,296	--	--	3,382,296
Mid Cap Blend	3,677,321	--	--	3,677,321
Small Cap Growth	1,574,519	--	--	1,574,519
Small Cap Value	2,185,653	--	--	2,185,653
Global Stock	4,441,702	--	--	4,441,702
Bond Funds	2,857,729	--	--	2,857,729
Money Market	2,089,191	--	--	2,089,191
Target Retirement Funds	12,570,076	--	--	12,570,076
Real Estate Fund	1,051,872	--	--	1,051,872
Brokeragelink accounts:				
Equities and Highly Liquid Investments	608,211	--	--	608,211
Total assets at fair value	<u>\$ 38,320,591</u>	<u>--</u>	<u>--</u>	<u>\$ 38,320,591</u>

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the year ended December 31, 2012, there were no transfers in or out of Level 1, 2, or 3.

(7) Party-in-Interest Transactions

Certain plan investments are shares of mutual funds managed by the Trustee. Therefore, these transactions qualify as party-in-interest.

(8) Summary of Financial Information Certified by the Trustee

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Trustee of the Liberty Interactive Plan has certified that the following data included in the accompanying financial statements is complete and accurate:

- Investments, as shown in the statement of net assets available for benefits as of December 31, 2012.
- Notes receivable from participants, as shown in the statement of net assets available for benefits as of December 31, 2012.
- Investment income, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2012.
- Investment amounts in note 6 as of and for the year ended December 31, 2012.
- The schedule of assets (held at the end of the year) as of December 31, 2012 as shown on Schedule II.

(9) Delinquent Participant Transactions

As reported on Schedule 1 (schedule H, line 4a – Schedule of Delinquent Participant Contributions), certain participant contributions and note receivable repayments were not remitted to the Liberty Interactive Plan within the time frame specified by the Department of Labor's Regulation 29 CFR 2510.3-102, thus constituting nonexempt transactions between the Liberty Interactive Plan and the Company.

(10) Subsequent Events

Effective January 1, 2013 employees of BuySeasons, Inc. began participating in the Liberty Interactive Plan. Assets of approximately \$7.7 million were transferred into the Liberty Interactive Plan in April 2013 from the predecessor qualified 401(k) Plan, the Celebrate Interactive Retirement Plan. The Liberty Interactive Plan is the surviving and continuing plan.

Management has evaluated the need for disclosures and/or adjustments resulting from other subsequent events through October 1, 2013, the date the financial statements were issued. This evaluation determined that there were no subsequent events that necessitated disclosure and/or adjustments.

LIBERTY INTERACTIVE 401(k) SAVINGS PLAN
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
Year ended December 31, 2012

Total that constitutes nonexempt prohibited transactions				
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending corrections in VFCP	Total fully corrected under VFCP and PTE-2002-51
Check here if late participant loan repayments are included: ✓				
2011*	\$ --	--	42,018	--
2012	\$ --	--	45,548	--

*Related to a predecessor plan that was merged into the Liberty Interactive Plan during 2012. See note 1.

See accompanying Independent Auditors' Report.

Schedule II

LIBERTY INTERACTIVE 401(k) SAVINGS PLAN
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

Identity of issue	Description of investment	Current value
Pacific Investment Management Company LLC	PIMCO High Yield Administrative	\$ 1,002,922
Allianz Global Investors Fund Management LLC	Allianz NFJ Small-Cap Value Instl	2,185,653
* Fidelity Management & Research Company	Fidelity Retirement Money Market	2,032,704
BAMCO	Baron Growth Retail	1,574,519
* Fidelity Management & Research Company	Fidelity Low-Priced Stock	3,677,321
* Fidelity Management & Research Company	Fidelity Spartan International Index Instl	346,484
* Fidelity Management & Research Company	Fidelity Freedom Income	47,946
* Fidelity Management & Research Company	Fidelity Freedom 2000	79,566
* Fidelity Management & Research Company	Fidelity Freedom 2010	208,812
* Fidelity Management & Research Company	Fidelity Freedom 2020	1,850,957
* Fidelity Management & Research Company	Fidelity Freedom 2030	3,070,196
* Fidelity Management & Research Company	Fidelity Freedom 2040	4,923,093
* Fidelity Management & Research Company	Fidelity Freedom 2050	2,389,507
Davis Selected Advisers, L.P.	Davis NY Venture A	146,606
Thornburg Investment Management, Inc.	Thornburg International Value R5	4,095,218
* Fidelity Management & Research Company	Fidelity US Treasury Money Market	56,487
Pacific Investment Management Company LLC	PIMCO Total Return Administrative Class	1,476,697
Dodge & Cox	Dodge and Cox Stock	1,319,191
Capital Research and Management Company	American Funds Growth Fund of America R4	2,562,830
The Vanguard Group, Inc.	Vanguard Inflation - Protected Securities Admin	378,110
Cohen & Steers Capital Management, Inc.	Cohen & Steers Instl Global Realty	1,051,872
* Fidelity Management & Research Company	Fidelity Spartan 500 Index Inv.	3,235,689
* Fidelity Management & Research Company	Brokerage Accounts	608,211
* Notes receivable from participants	Interest rates ranging from 3.5% to 7.0% with maturity dates through September 2021	553,938
		<u>\$ 38,874,529</u>

* Indicates a party-in-interest.

The information shown on this schedule was prepared from information provided by Fidelity Management Trust Company, the Plan's trustee, and certified as complete and accurate.

See accompanying Independent Auditors' Report.