

Expedia, Inc.
Form 8-K
December 16, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

December 15, 2011

EXPEDIA, INC.

(Exact name of registrant as specified in its charter)

Delaware

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(State or other Jurisdiction of Incorporation)

000-51447
(Commission File Number)

20-2705720
(IRS. Employer Identification No.)

333 108th Avenue NE, Bellevue, WA
(Address of Principal Executive Offices)

98004
(Zip Code)

Registrant's telephone number, including area code: (425) 679-7200

Not applicable

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

On November 18, 2011, Expedia, Inc. sent a notice to its directors and executive officers informing them of a temporary suspension of transactions by directors and executive officers involving Expedia equity securities during a blackout period under the Expedia Retirement Savings Plan (the "Plan") as a result of Expedia's expected reverse stock split and spin-off transaction (the "Spin-Off"). The notice stated that the blackout period was expected to begin during the calendar week of December 11, 2011 and end during the calendar week of December 18, 2011. Due to a revision in the expected timing of the Spin-Off, on December 15 and 16, 2011, pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR, Expedia sent a revised notice to its directors and executive officers, informing them that the blackout period is now expected to begin during the calendar week of December 18, 2011 and end prior to or during the calendar week of December 25, 2011.

A copy of the December 14, 2011 blackout notice to Expedia's directors and executive officers is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- 99.1 Updated Notice of Expected Imposition of Blackout Period Relating to Expedia Stock to Directors and Executive Officers of Expedia, Inc., dated December 14, 2011

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Expedia, Inc.

Date: December 16, 2011

By: /s/ Lance A. Soliday
Lance A. Soliday
Vice President, Chief Accounting Officer and Controller

EXHIBIT INDEX

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