

Expedia, Inc.  
Form SC TO-I/A  
August 06, 2007

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**Amendment No. 5 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. 5 to Schedule TO**

This Amendment No. 5 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, Amendment No. 3 to Schedule TO filed with the Commission on July 25, 2007 and Amendment No. 4 to Schedule TO filed with the Commission on August 2, 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. 5 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. 5 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 10. Financial Statements.**

(a) *Financial Information.* On August 3, 2007, Expedia filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (the second quarter 10-Q). The financial information included in Part I (beginning on page 2) of the second quarter 10-Q is incorporated herein by reference.

#### **Item 11. Additional Information.**

(b) *Other Material Information.* The second quarter 10-Q filed by Expedia on August 3, 2007 is incorporated herein by reference.

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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 6, 2007