

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.

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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:

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.

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