Expedia, Inc.
Form S-8
December 20, 2011

As filed with the Securities and Exchange Commission on December 20, 2011

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

ON FORM S-8

TO REGISTRATION STATEMENT ON FORM S-4

Under

The Securities Act of 1933

EXPEDIA, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**20-2705720**
(State or other jurisdiction of	**(I.R.S. Employer**

incorporation or organization) **Identification Number)**

333 108th Avenue N.E.

Bellevue, WA 98004

(Address of principal executive offices)

EXPEDIA, INC. 2005 STOCK AND ANNUAL INCENTIVE PLAN,

EXPEDIA, INC. 401(K) RETIREMENT SAVINGS PLAN and

EXPEDIA, INC. DEFERRED COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS

(Full title of the plans)

Mark D. Okerstrom

Executive Vice President, Chief Financial Officer and Secretary

Expedia, Inc.

333 108th Avenue N.E.

Bellevue, WA 98004

(Name and address of agent for service)

(425) 679-7200

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (do not check if a smaller reporting company)	Smaller reporting company ¨

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(3)
Common Stock, par value $0.0001 per share, of Expedia, Inc. (1)	29,200,000 shares	$27.63	$165,780,000	$18,999

(1) This Amendment No. 2 on Form S-8 to Form S-4 covers a total of 29,200,000 shares of Expedia common stock, of which (a) 28,500,000 shares of Expedia common stock are issuable in connection with grants of equity-based awards under the Amended and Restated Expedia, Inc. 2005 Stock and Annual Incentive Plan (22,500,000 of which shares of Expedia common stock were originally registered on its Registration Statement on Form S-4 (File No. 333-175828), as amended (the Form S-4), and 6,000,000 of which shares are first registered on this Post-Effective Amendment No. 2), (b) 600,000 shares of Expedia common stock are issuable under the Expedia, Inc. 401(k) Retirement Savings Plan (all of which shares of Expedia common stock were originally registered on the Form S-4), and (c) 100,000 shares of Expedia common stock are issuable under the Expedia, Inc. Deferred Compensation Plan for Non-Employee Directors (all of which shares of Expedia common stock were originally registered on the Form S-4).

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.

(3) Estimated solely for the purpose of calculating the registration fee. The registration fee has been calculated in accordance with Rules 457(c) and 457(f) under the Securities Act of 1933, as amended, based upon the average of the high and low prices per share for Expedia, Inc. Common Stock trading on a when issued basis on the NASDAQ Global Select Market as of December 14, 2011, which were $28.30 and $26.95, respectively. The 22,500,000 shares of Expedia common stock issuable under the Amended and Restated Expedia, Inc. 2005 Stock and Annual Incentive Plan that were originally registered on the Form S-4, the 600,000 shares of Expedia common stock issuable under the Expedia, Inc. 401(k) Retirement Savings Plan that were originally registered on the Form S-4 and the 100,000 shares of Expedia common stock issuable under the Expedia, Inc. Deferred Compensation Plan for Non-Employee Directors that were originally registered on the Form S-4 have been excluded from this calculation because the registration fees payable in connection with such shares of common stock were paid at the time of the filing of the Form S-4.

EXPLANATORY NOTE

Expedia, Inc. (Expedia or the Registrant) hereby amends its Registration Statement on Form S-4, as amended (SEC File No. 333-175828) by filing this Post-Effective Amendment No. 2 on Form S-8 to Form S-4 to register 29,200,000 shares of Expedia Common Stock, $0.0001 par value, issuable in connection with grants of equity awards under the plans listed on the cover of this Registration Statement (the Historical Plans).

On December 20, 2011, Expedia completed a reclassification of its capital stock and a one-for-two reverse stock split that resulted in holders of Expedia capital stock having the right to receive a proportionate amount of the capital stock of TripAdvisor, Inc. (TripAdvisor). Pursuant to that transaction, TripAdvisor was spun-off as an independent, separately traded public company (the spin-off). Among other things, in the transaction, each share of Expedia $0.001 par value common stock was reclassified into one share of Expedia $0.0001 par value common stock and 1/100 of a share of Expedia Series 1 Mandatory Exchangeable Preferred Stock. In turn, the Expedia Series 1 Mandatory Exchangeable Preferred Stock was automatically exchanged into one share of TripAdvisor $0.001 par value common stock immediately following the reclassification.

Expedia stock options and other equity-based awards granted pursuant to Historical Plans that are granted or remain outstanding after the spin-off are exercisable or convertible, as applicable, into shares of Expedia $0.0001 par value common stock.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the Securities Act), and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation Of Documents By Reference

The following documents previously filed by Expedia with the Securities and Exchange Commission (the Commission) pursuant to the Exchange Act, are hereby incorporated by reference into this Registration Statement:

1. Expedia s Annual Report on Form 10-K for the fiscal year ended December 31, 2010, as amended

2. Expedia s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2011, June 30, 2011 and September 30, 2011

3. Expedia s Current Reports on Form 8-K (other than information furnished under Regulation FD) filed with the SEC on the following dates:

February 10, 2011

April 7, 2011

April 28, 2011

May 4, 2011

July 28, 2011

September 1, 2011

September 2, 2011

September 21, 2011

October 17, 2011

October 27, 2011

November 18, 2011

November 21, 2011

November 22, 2011

December 5, 2011

December 9, 2011

December 12, 2011

December 16, 2011

4. The disclosure set forth under the caption Description of Expedia Capital Stock After the Spin-Off contained in Expedia s Registration Statement on Form S-4, as amended (SEC File No. 333-175828)

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), subsequent to the date of the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities registered hereunder have been sold, or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Registrant s certificate of incorporation limits, to the maximum extent permitted by Delaware law, the personal liability of directors for monetary damages for breach of their fiduciary duties as a director. The Registrant s bylaws provide mandatory indemnification to the fullest extent authorized by the Delaware General Corporation Law with respect to actions, suits, or proceedings that a person is party to, or threatened to be made a party to or otherwise involved in, by reason of the fact that he/she or a person of whom he/she is the legal representative is or was a director or officer of the Registrant, or by reason of the fact that he/she is or was a director or officer of the Registrant and serving in certain other capacities; provided that any such person has met the applicable standard of conduct set forth in the Delaware General Corporation Law described below and that, with certain exceptions relating to suits to enforce rights to indemnification, such persons will be indemnified with

respect to actions or suits initiated by such persons only if such action was first approved by the board of directors. The Registrant s bylaws include within this right to indemnification the right to be paid by the Registrant the expenses incurred in defending such a proceeding in advance of its final disposition; provided that, in certain circumstances, the person provides an undertaking to the Registrant to repay such expenses, if it is

ultimately determined that such party was not entitled to indemnity by the Registrant. From time to time, the Registrant s officers and directors may be provided with indemnification agreements that are consistent with or greater than the foregoing provisions. The Registrant has policies of directors and officers liability insurance which insure directors and officers against the costs of defense, settlement and/or payment of judgment under certain circumstances. The Registrant believes that these agreements and arrangements are necessary to attract and retain qualified persons as directors and officers.

The Registrant is incorporated in the State of Delaware. Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of certain other entities against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that with respect to proceedings by or in the right of a corporation to procure a judgment in its favor, (a) a corporation may only indemnify such a person against expenses (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action and (b) no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery, or such other court, shall deem proper.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to Expedia, Inc. s Current Report on Form 8-K, filed on August 15, 2005)
4.2	Form of Certificate of Amendment to Amended and Restated Certificate of Incorporation of Expedia, Inc. (re: Reverse Stock Split) (incorporated by reference to Exhibit 3.3 of the Registrant s Registration Statement on Form S-4, as amended (File No. 333-175828), filed with the Commission on October 24, 2011)
4.3	Form of Certificate of Amendment to Amended and Restated Certificate of Incorporation of Expedia, Inc. (re: Reclassification) (incorporated by reference to Exhibit 3.4 of the Registrant s Registration Statement on Form S-4, as amended (File No. 333-175828), filed with the Commission on October 24, 2011)
4.4	Form of Certificate of Amendment to Amended and Restated Certificate of Incorporation of Expedia, Inc. (re: Corporate Opportunity Amendments) (incorporated by reference to Exhibit 3.5 of the Registrant s Registration Statement on Form S-4, as amended (File No. 333-175828), filed with the Commission on October 24, 2011)
4.5	Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.3 to Expedia, Inc. s Current Report on Form 8-K, filed on August 15, 2005)
4.6	Amended and Restated Expedia, Inc. 2005 Stock and Annual Incentive Plan (incorporated by reference to Exhibit 10.12 to Expedia, Inc. s Annual Report on Form 10-K for the year ended December 31, 2008, filed on February 19, 2009)
4.7	Expedia, Inc. Deferred Compensation Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.13 to Expedia, Inc. s Annual Report on Form 10-K for the year ended December 31, 2008, filed on February 19, 2009)
5.1	Opinion of Wachtell, Lipton, Rosen & Katz as to the legality of the shares
23.1	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, registered public accounting firm for Expedia, Inc.
23.3	Consent of Ernst & Young LLP, registered public accounting firm for TripAdvisor, Inc.
23.4	Consent of Ernst & Young LLP, registered public accounting firm for TripAdvisor Holdings, LLC

24.1 Power of Attorney (included on the signature page to this Registration Statement).

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, *however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act, and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington, on December 20, 2011.

EXPEDIA, INC.

By: /s/ Dara Khosrowshahi
Name: Dara Khosrowshahi
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities set forth below on December 20, 2011.

Signature	Title
* Barry Diller	Director (Executive Chairman of the Board)
* Dara Khosrowshahi	President and Chief Executive Officer, Director (Principal Executive Officer)
* Mark D. Okerstrom	Chief Financial Officer (Principal Financial Officer)
* Lance A. Soliday	Chief Accounting Officer and Controller (Principal Accounting Officer)
* Victor A. Kaufman	Director (Vice Chairman)
* A. George Battle	Director
* Craig A. Jacobson	Director
* Jonathan L. Dolgen	Director
William R. Fitzgerald	Director
* José A. Tazón	Director
* Peter M. Kern	Director
* John C. Malone	Director

*By: /s/ Dara Khosrowshahi
Dara Khosrowshahi, attorney-in-fact

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