

# EXPEDIA, INC.

## FORM 8-K (Current report filing)

Filed 11/18/11 for the Period Ending 11/14/11

Address	333 108TH AVENUE NE BELLEVUE, WA 98004
Telephone	(425) 679-7200
CIK	0001324424
Symbol	EXPE
SIC Code	4700 - Transportation services
Industry	Personal Services
Sector	Services
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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

Date of Report (Date of earliest event reported):  
November 14, 2011

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**EXPEDIA, INC.**  
(Exact name of registrant as specified in its charter)

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Delaware  
(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.)

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

On November 14, 2011, Expedia, Inc. (the "Company") received a notice regarding an expected blackout period under the Expedia Retirement Savings Plan (the "Plan") as a result of the Company's anticipated reverse stock split and spin-off transaction.

In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR, on November 18, 2011, the Company sent a notice to its directors and executive officers informing them of a temporary suspension of transactions by directors and executive officers involving Company equity securities during the blackout period. The notice stated that the blackout period is expected to begin during the calendar week of December 11, 2011 and end during the calendar week of December 18, 2011. A copy of the notice is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.04.

**Item 9.01 Financial Statements and Exhibits**

- 99.1 Notice of Expected Imposition of Blackout Period Relating to Expedia Stock to Directors and Executive Officers of Expedia, Inc., dated November 18, 2011

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**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: November 18, 2011

By: /s/ Mark D. Okerstrom

Mark D. Okerstrom

*Executive Vice President, Chief Financial Officer and Secretary*

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**EXHIBIT INDEX**

99.1 Notice of Expected Imposition of Blackout Period to Directors and Executive Officers of Expedia, Inc., dated November 18, 2011

**NOTICE OF BLACKOUT PERIOD**

To: Directors and Executive Officers of Expedia, Inc.  
Re: Notice of Expected Imposition of Blackout Period Relating to Expedia Stock  
Date: November 18, 2011

In connection with the spin-off of TripAdvisor, Inc. (the “spin-off”) and the reverse stock split of the common stock of Expedia, Inc. (“Expedia”), a short “blackout period” will be imposed under the Expedia Retirement Savings Plan (the “Plan”). During the blackout period, participants in the Plan will be temporarily unable to effect certain transactions involving the Expedia Stock Fund within the Plan, including making investment exchanges into or out of, or taking distributions or loans of money invested in, Expedia common stock in the Expedia Stock Fund. The Sarbanes-Oxley Act of 2002 and Securities and Exchange Commission regulations require that Expedia directors and executive officers generally be prohibited from engaging in most transactions involving Expedia equity securities (including options and other derivatives based on Expedia stock) during this blackout period.

The blackout period is currently expected to begin during the calendar week of December 11, 2011 and end during the calendar week of December 18, 2011. You can obtain information regarding the status of the expected blackout period, including beginning and ending dates, by contacting Bob Dzielak at (425) 679-3644, or at [bdzielak@expedia.com](mailto:bdzielak@expedia.com).

Generally, during the blackout period, you are prohibited from directly or indirectly purchasing, selling or otherwise transferring any equity security of Expedia that you acquired in connection with your service as a director or executive officer. “Equity securities” are defined broadly to include options and other derivatives. Covered transactions are not limited to those involving your direct ownership, but also include any transaction relating to Expedia equity securities in which you have a pecuniary interest. Dispositions of equity securities by Expedia in order to effectuate the spin-off and reverse stock split are excluded from the trading restrictions. Securities acquired outside of your service as a director or executive officer (such as shares acquired when you were an employee but not yet an executive officer or shares acquired before you became an Expedia director) are not covered. However, if you hold both covered shares and non-covered shares, any shares that you sell will be presumed to come first from the covered shares unless you can identify the source of the sold shares and show that you use the same identification for all related purposes (such as tax reporting and disclosure requirements).

The following are examples of transactions that you may not engage in during the blackout period:

- exercising stock options granted to you in connection with your service as a director or executive officer;
- selling Expedia stock that you acquired by exercising options; and
- selling Expedia stock that you originally received as a restricted stock grant.

If you engage in a transaction that violates these rules and the blackout period is subject to the requirements of the Sarbanes-Oxley Act, you can be required to disgorge your profits from the transaction, and you are subject to civil and criminal penalties.

We expect that the blackout period will occur during a closed window under the Expedia Securities Trading Policy. Accordingly, you are prohibited from trading in Expedia securities under Company policy in addition to the regulations described above.

**The rules summarized in this notice are complex and the criminal and civil penalties that could be imposed upon directors and executive officers who violate them could be severe.**

**Please contact Bob Dzielak at (425) 679-3644, or at [bdzielak@expedia.com](mailto:bdzielak@expedia.com) if you have any questions.**