

Expedia, Inc.  
Form S-8  
March 07, 2013

As filed with the Securities and Exchange Commission on March 7, 2013

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

**EXPEDIA, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-2705720**  
(I.R.S. Employer  
Identification Number)

Edgar Filing: Expedia, Inc. - Form S-8

333 108<sup>th</sup> Avenue N.E.

Bellevue, WA 98004

(Address of principal executive offices)

**EXPEDIA, INC. 2013 EMPLOYEE STOCK PURCHASE PLAN**

**EXPEDIA, INC. 2013 INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

**Robert J. Dzielak**

**Executive Vice President, General Counsel and Secretary**

**Expedia, Inc.**

**333 108<sup>th</sup> 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 Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (do not check if a smaller reporting company)

Smaller reporting company ☐

# Edgar Filing: Expedia, Inc. - Form S-8

## CALCULATION OF REGISTRATION FEE

| Title of Securities to<br>be Registered                             | Amount<br>to be<br>Registered(2) | Proposed<br>Maximum<br>Offering<br>Price | Proposed<br>Maximum<br>Aggregate<br>Offering<br>Price(3) | Amount of<br>Registration<br>Fee(3) |
|---------------------------------------------------------------------|----------------------------------|------------------------------------------|----------------------------------------------------------|-------------------------------------|
|                                                                     |                                  | Per Share(3)                             |                                                          |                                     |
| Common Stock, par value \$0.0001 per share, of Expedia, Inc.<br>(1) | 1,500,000 shares                 | \$63.50                                  | \$95,257,500                                             | \$12,993.13                         |

- (1) This Registration Statement on Form S-8 (the "Registration Statement") covers a total of 1,500,000 shares of Common Stock, par value \$0.0001 ( "common stock" ) of Expedia, Inc. ( "Expedia" or the "Registrant" ) issuable under the Expedia, Inc. 2013 Employee Stock Purchase Plan and the Expedia, Inc. 2013 International Employee Stock Purchase Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act" ), 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 based upon the average of the high and low prices per share for Expedia Common Stock trading on the NASDAQ Global Select Market as of March 1, 2013, which were \$64.15 and \$62.86, respectively.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. PLAN INFORMATION\***

**Item 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION\***

- \* The documents containing the information specified in this Part I of Form S-8 (plan information and registration information and employee plan annual information) will be sent or given to employees as specified by the Securities and Exchange Commission (the Commission ) pursuant to Rule 428(b)(1) of the Securities Act. Such documents are not required to be and are not filed with the Commission either as part of this registration statement (this Registration Statement ) or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b) of the Securities Act, and will include the address and telephone number to which the request is to be directed.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents previously filed by Expedia with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act ), are hereby incorporated by reference into this Registration Statement:

- (i) Expedia's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (SEC File No. 000-51447) filed with the Commission on February 6, 2013; and

- (ii) 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) filed with the Commission on November 1, 2011.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of 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. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**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.

## Edgar Filing: Expedia, Inc. - Form S-8

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    | Expedia, Inc. 2013 Employee Stock Purchase Plan                                   |
| 4.2    | Expedia, Inc. 2013 International Employee Stock Purchase Plan                     |
| 5.1    | Opinion of White & Case LLP as to the legality of the shares                      |
| 23.1   | Consent of White & Case LLP (included in Exhibit 5.1)                             |
| 23.2   | Consent of Independent Registered Public Accounting Firm                          |
| 24.1   | Power of Attorney (included on the signature page to this Registration Statement) |

#### ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant, Expedia, Inc., 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% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

Edgar Filing: Expedia, Inc. - Form S-8

- (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 reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of 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; and

(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 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 March 7, 2013.

**EXPEDIA, INC.**

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

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dara Khosrowshahi his or her true and lawful attorney-in-fact and agent, with full power of substitution and revocation, in his or her name and on his or her behalf, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorney-in-fact and agent may deem necessary or advisable to enable the Company to comply with the Securities Act, and any rules, regulations, or requirements of the Commission in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission and any applicable securities exchange or securities regulatory body, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable securities laws, including without limitation state securities laws, and to file the same, together with other documents in connection therewith with the appropriate authorities, including without limitation state securities authorities, granting unto said attorney-in-fact and agent, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

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 March 7, 2013.

| <b>Signature</b>                           | <b>Title</b>                                                                     |
|--------------------------------------------|----------------------------------------------------------------------------------|
| /s/ Barry Diller<br>Barry Diller           | Director<br>(Chairman of the Board)                                              |
| /s/ Dara Khosrowshahi<br>Dara Khosrowshahi | Chief Executive Officer, President and Director<br>(Principal Executive Officer) |
| /s/ Mark D. Okerstrom<br>Mark D. Okerstrom | Chief Financial Officer<br>(Principal Financial Officer)                         |
| /s/ Lance A. Soliday<br>Lance A. Soliday   | Chief Accounting Officer and Controller<br>(Principal Accounting Officer)        |
| /s/ Victor A. Kaufman<br>Victor A. Kaufman | Director<br>(Vice Chairman)                                                      |

|                                            |          |
|--------------------------------------------|----------|
| A. George Battle                           | Director |
| /s/ Craig A. Jacobson<br>Craig A. Jacobson | Director |
| Jonathan L. Dolgen                         | Director |
| /s/ Pamela L. Coe<br>Pamela L. Coe         | Director |
| /s/ José A. Tazón<br>José A. Tazón         | Director |
| /s/ Peter M. Kern<br>Peter M. Kern         | Director |
| John C. Malone                             | Director |

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

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                |
|---------------------------|-----------------------------------------------------------------------------------|
| 4.1                       | Expedia, Inc. 2013 Employee Stock Purchase Plan                                   |
| 4.2                       | Expedia, Inc. 2013 International Employee Stock Purchase Plan                     |
| 5.1                       | Opinion of White & Case LLP as to the legality of the shares                      |
| 23.1                      | Consent of White & Case LLP (included in Exhibit 5.1)                             |
| 23.2                      | Consent of Independent Registered Public Accounting Firm                          |
| 24.1                      | Power of Attorney (included on the signature page to this Registration Statement) |