

Expedia, Inc.  
Form 8-K  
June 21, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) June 18, 2013**

**EXPEDIA, INC.**

(Exact name of registrant as specified in its charter)

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

**000-51447**  
(Commission File Number)

**20-2705720**  
(I.R.S. Employer  
Identification No.)

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333 108<sup>th</sup> Avenue NE

Bellevue, Washington 98004

(Address of principal executive offices) (Zip code)

(425) 679-7200

Registrant's telephone number, including area code

Not Applicable

(Former name or former address if changed since last report)

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Expedia, Inc. annual meeting of stockholders was held on June 18, 2013. According to the inspector of elections, stockholders present in person or by proxy, representing 105,869,555 shares of Expedia common stock (generally entitled to one vote per share) and 12,799,999 shares of Expedia Class B common stock (generally entitled to ten votes per share) voted on each proposal presented as follows:

**Proposal 1 Election of Directors.** The stockholders elected ten directors of Expedia, three of whom were elected by holders of common stock only ( Common Stock Nominees ), and seven of whom were elected by holders of common stock and Class B common stock voting together as a single class ( Combined Stock Nominees ), each to hold office until the next annual meeting of stockholders or until their successors have been duly elected and qualified (or, if earlier, such director's removal or resignation from the Board of Directors). Stockholders voted as follows:

|                                | For         | Withheld   | Broker Non-Votes |
|--------------------------------|-------------|------------|------------------|
| <i>Common Stock Nominees</i>   |             |            |                  |
| A. George Skip Battle          | 89,651,998  | 10,150,746 | 6,066,811        |
| Craig A. Jacobson              | 73,410,991  | 26,391,753 | 6,066,811        |
| Peter M. Kern                  | 73,319,925  | 26,482,819 | 6,066,811        |
| <i>Combined Stock Nominees</i> |             |            |                  |
| Barry Diller                   | 191,001,329 | 36,801,405 | 6,066,811        |
| Dara Khosrowshahi              | 195,413,023 | 32,389,711 | 6,066,811        |
| Victor A. Kaufman              | 192,786,872 | 35,015,862 | 6,066,811        |
| Jonathan L. Dolgen             | 196,818,002 | 30,984,732 | 6,066,811        |
| Pamela L. Coe                  | 181,576,276 | 46,226,458 | 6,066,811        |
| John C. Malone                 | 185,201,256 | 42,601,478 | 6,066,811        |
| José A. Tazón                  | 225,472,634 | 2,330,100  | 6,066,811        |

**Proposal 2 Approval of the Company's Stock and Annual Incentive Plan.** The stockholders approved the Second Amended and Restated Expedia, Inc. 2005 Stock and Annual Incentive Plan, including an amendment to increase the number of shares of Expedia common stock authorized for issuance thereunder by 6,000,000. Stockholders voted as follows:

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 183,943,602 | 43,691,677 | 167,455 | 6,066,811        |

**Proposal 3 Approval of the Company's Employee Stock Purchase Plans.** The stockholders approved the Expedia, Inc. 2013 Employee Stock Purchase Plan and the Expedia, Inc. 2013 International Employee Stock Purchase Plan. Stockholders voted as follows:

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 226,603,170 | 703,024 | 496,538 | 6,066,811        |

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**Proposal 4** *Ratiofication of appointment of independent registered public accounting firm.* The stockholders ratified the appointment of Ernst & Young LLP as Expedia's independent registered public accounting firm for the year ending December 31, 2013. Stockholders voted as follows:

|  |             |                | <b>Broker</b>  |                  |
|--|-------------|----------------|----------------|------------------|
|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
|  | 232,374,394 | 1,263,981      | 230,630        | 0                |

**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.**

By: /s/ Robert J. Dzielak  
Robert J. Dzielak  
*Executive Vice President, General Counsel and Secretary*

Dated: June 21, 2013