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TRAVELOCITY COM INC
Form SC TO-C
February 19, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR SECTION 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

TRAVELOCITY.COM INC.

(NAME OF SUBJECT COMPANY (ISSUER))

SABRE HOLDINGS CORPORATION

(NAMES OF FILING PERSONS (OFFERORS))

COMMON STOCK, PAR VALUE \$0.001 PER SHARE,

(TITLE OF CLASS OF SECURITIES)

893953109

(CUSIP NUMBER OF CLASS OF SECURITIES)

JAMES F. BRASHEAR
DEPUTY GENERAL COUNSEL
SABRE HOLDINGS CORPORATION
3150 SABRE DRIVE
SOUTHLAKE, TEXAS 76092
(682) 605-1000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE
NOTICES AND COMMUNICATIONS ON BEHALF OF THE FILING PERSON)

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CHARLES M. NATHAN, ESQ.
LATHAM & WATKINS
885 THIRD AVENUE
NEW YORK, NEW YORK 10022
(212) 906-1200

CALCULATION OF FILING FEE

TRANSACTION VALUATION

N/A

AMOUNT OF FILING FEE

N/A

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// 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.

Amount Previously Paid: N/A Filing Party: N/A
Form or Registration No.: N/A Date Filed: N/A

/X/ 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:

/X/ third-party tender offer subject to Rule 14d-1

// issuer tender offer subject to Rule 13e-4

/X/ 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: //

ITEMS 1-11.

N/A

ITEM 12. EXHIBITS

- (a) (1) (A) Text of News Release issued by Sabre Holdings Corporation on February 19, 2002
- (a) (1) (B) Letter to the Board of Directors of Travelocity.com Inc. from Sabre Holdings Corporation dated February 18, 2002
- (a) (1) (C) Manager Talking Points and Questions & Answers made available by Sabre Holdings Corporation to its Managers, including Questions & Answers made available to its Employees, dated February 19, 2002

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