

Expedia, Inc.  
Form 8-K  
November 18, 2015

**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) November 2, 2015**

**EXPEDIA, INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-37429**  
**(Commission**  
  
**File Number)**  
**333 108<sup>th</sup> Avenue NE**

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

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**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 2.05. Cost Associated with Exit or Disposal Activities.**

On November 2, 2015, Expedia, Inc. ( *Expedia* ) committed to restructuring actions intended to optimize cost and expense synergies from the previously disclosed acquisition of Orbitz Worldwide, Inc. ( *Orbitz* ). The restructuring actions are expected to result in headcount reductions at Orbitz and the communication of such actions to affected employees was substantially completed on November 12, 2015.

In connection with these actions, the Company expects to record approximately \$130 million to \$150 million in total pre-tax charges relating primarily to employee severance and compensation benefits, including stock-based compensation, of which \$90 million to \$110 million is expected to result in cash expenditures. The total pre-tax charges include approximately \$70 million incurred in the third quarter of 2015 approximately \$20 million to \$30 million expected to be incurred in the fourth quarter of 2015 and approximately \$40 million to \$50 million expected to be incurred in 2016.

**SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS:** This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance. These forward-looking statements are based on Expedia, Inc. or management's expectations as of the date hereof and assumptions which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual results and the timing and outcome of events may differ materially from those expressed or implied in the forward-looking statements for a variety of reasons, as well as other risks detailed in Expedia, Inc.'s public filings with the Securities and Exchange Commission ( SEC ), including Expedia, Inc.'s most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q. Except as required by law, Expedia, Inc. undertakes no obligation to update or revise any forward-looking or other statements included in this Item 2.05, whether as a result of new information, future events or otherwise.

**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: November 18, 2015