EXPEDIA INC
Form DEFA14A
July 28, 2003

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

x Definitive Additional Materials

¨ Soliciting Material Pursuant to Section 240.14a-12

Expedia, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials:

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[LOGO OF EXPEDIA, INC.]

Dear Shareholders:

As previously announced, a special meeting of Expedia, Inc. shareholders will be held on Friday, August 8, 2003, at 10:00 a.m. local time. **This letter is to notify you that the location of the meeting has changed**. The meeting will now be held at:

The Woodmark Hotel
1200 Carillon Point
Kirkland, Wash. 98033

The special meeting is being held to consider a proposal to approve the Agreement and Plan of Merger, dated as of March 18, 2003, by and among USA Interactive (now InterActiveCorp), Equinox Merger Corp., a wholly owned subsidiary of InterActiveCorp, and Expedia, and the transactions contemplated thereby.

Holders of record of shares of Expedia common stock and Expedia Class B common stock at the close of business on June 25, 2003 will be entitled to vote at the special meeting.

A proxy and information statement/prospectus was mailed on or about July 11, 2003, to holders of Expedia common stock, Expedia Class B common stock, and publicly traded Expedia warrants. The proxy and information statement/prospectus contains important information regarding the proposed merger, Expedia, and InterActiveCorp. Holders of Expedia common stock and Expedia Class B common stock should read the proxy and information statement/prospectus carefully.

As explained in the proxy and information statement/prospectus, the Expedia board of directors recommends you vote **FOR** the proposal.

Sincerely,

Expedia, Inc.

Additional Information

This letter relates to the proposed business combination between InterActiveCorp and Expedia, Inc. The proposed transaction is described in more detail in the proxy and information statement/prospectus dated July 9, 2003. You are advised to read the proxy and information statement/prospectus because it contains important information. You can obtain a copy of the proxy and information statement/prospectus free of charge, and other relevant documents filed with the SEC, from the SEC s website at www.sec.gov. The proxy and information statement/prospectus and other documents also will be provided upon request by mail or telephone to Expedia, Inc., Attn: Investor Relations,

13810 Eastgate Way, Suite 400, Bellevue, Washington 98005, (425) 564-7233.