

Expedia, Inc.  
Form SC TO-C  
June 19, 2007

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**Schedule TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange  
Act of 1934**

**Expedia, Inc.**  
(Name of Subject Company (Issuer))  
**Expedia, Inc. (Offeror)**  
(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))  
**Common Stock, Par Value \$.001 Per Share**  
(Title of Class of Securities)  
**30212P105**  
(CUSIP Number of Class of Securities)

**Burke F. Norton, Esq.**  
**Executive Vice President, General Counsel and Secretary**  
**Expedia, Inc.**  
3150 139th Avenue S.E.  
Bellevue, WA 98005  
Telephone: (425) 679-7200

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Persons)

*Copy to:*  
**Pamela S. Seymon, Esq.**  
**Wachtell, Lipton, Rosen & Katz**  
51 West 52nd Street  
New York, New York 10019  
Telephone: (212) 403-1000

**CALCULATION OF FILING FEE**

**Transaction Value**

**Amount of Filing Fee**

Not applicable

Not Applicable

o 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

Form or Registration No.: N/A

Filing Party: N/A

Date Filed: N/A

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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:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- 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:

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**EMAIL**

**From:** Dara Khosrowshahi to Employees

**Subject:** Buying our stock

**Date:** Tuesday, June 19, 2007

Team Expedia

Today, we announced that we intend to begin a tender offer to repurchase up to \$3.5 billion of our common stock at a price per share not less than \$27.50 and not more than \$30.00. The tender offer will begin sometime next week and is expected to end, unless extended, during the week of August 6<sup>th</sup>.

This is exciting news and, as Barry said in our press release, is an indication that our management, and our Board of Directors, are confident in the value of Expedia and in our long term future. We expect that you will have many questions, but we are somewhat restricted as to our broad communications until we formally launch the tender offer. As we did in the last tender offer, we will distribute a list of Frequently Asked Questions for employees once the offer has formally begun.

In the meantime, lets keep our focus on driving the business!

Dara

*This email is for informational purposes only and is not an offer to purchase or the solicitation of an offer to sell any shares of the company s common stock. The solicitation and offer to purchase the company s common stock will only be made pursuant to the Offer to Purchase and related materials that the company will send to its stockholders.*

*Stockholders should read those materials carefully because they will contain important information, including the various terms and conditions of the tender offer. Stockholders will be able to obtain copies of the Offer to Purchase, related materials filed by the company as part of the statement on Schedule TO and other documents filed with the Securities and Exchange Commission ( SEC ) through the SEC s internet address <http://www.sec.gov> without charge when these documents become available. Stockholders and investors may also obtain a copy of these documents, as well as any other documents the company has filed with the SEC, without charge, from the company or at the Investor Relations section of the company s website [www.expediainc.com](http://www.expediainc.com). Stockholders are urged to carefully read these materials prior to making any decision with respect to the offer.*