

Expedia, Inc.
Form 425
May 18, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

FORM 8-K

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**CURRENT REPORT
PURSUANT TO SECTION 13 or 15(d) of the
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **May 18, 2005**

IAC/InterActiveCorp

(Exact name of Registrant as specified in charter)

Delaware

0-20570

59-2712887

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(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

152 West 57th Street, New York, NY
(Address of principal executive offices)

10019
(Zip Code)

Registrant's telephone number, including area code:
(212) 314-7300

(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 7.01 REGULATION FD DISCLOSURE

In connection with discussions among certain members of the Registrant's management and investors, the information appearing in Exhibit 99.1 hereto is being furnished by the Registrant pursuant to Regulation FD.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit 99.1

SIGNATURES

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 thereunto duly authorized.

IAC/InterActiveCorp

By:	/s/	Gregory R. Blatt
Name:		Gregory R. Blatt
Title:		Executive Vice President and General Counsel

Date: May 18, 2005

The information set forth below assumes the completion of IAC's previously announced spin-off of its travel and travel-related businesses, subsidiaries and investments (excluding Interval International and TV Travel Shop, which IAC will retain) and TripAdvisor.

IAC/InterActiveCorp

New IAC (not pro forma for Ask Jeeves (deal pending) and Cornerstone acquisition (acquired 4/1/05))

Revenues (\$ in millions)

2003 (\$3,832)

2004 (\$4,206) (+10%)

Q1 04 (\$1,023)

Q1 05 (\$1,165) (+14%)

Operating Income Before Amortization (\$ in millions)

2003 (\$375)

2004 (\$437) (+17%)

Q1 04 (\$93)

Q1 05 (\$118) (+27%)

Citysearch Pay-for-Performance

locations grew 59% in Q1 05 (year-over-year)

revenues grew 98% in Q1 05 (year-over-year)

Ticketmaster

17% of tickets sold through Ticketmaster in Q1 05 were sold through ticketFast

Ticketmaster held/sold tickets through 550 auctions during the period from 1/04 through 3/31/05

As of 3/05, in the case of home services only, ServiceMagic had approximately:

17,000 rated merchants; and

106,000 user reviews

Approximately 165,000 registered members joined Entertainment Rewards since its launch in Q4 04

IAC invested at total of approximately \$850 million in connection with its acquisition of LendingTree

Ticketmaster has completed 24 acquisitions since 1997

Cornerstone Brands, Inc. has approximately 11 million names available for cross-promotional activities

HSN Brands (including HSN.com and Cornerstone Brands' online portion (Cornerstone deal closed 4/1/05)) had an approximate 0.7% share (\$0.5 billion) of the total (\$79 billion) Internet retailing market (market and channel size sources: Forrester 8/04 and management estimates based on 2003 data per The Internet Retailer, respectively)

HSN TV Only customers have the propensity to spend approximately \$300 per year

HSN Web Only customers have the propensity to spend approximately \$190 per year

HSN multi channel customers have the propensity to spend approximately \$900 per year

LendingTree mortgage volume in 2004 was approximately \$21.2 billion, which represented a related market share (of an approximately \$2.9 trillion market) of approximately 0.8% (market size source: Inside Mortgage Finance 2/18/05 and MBAA 1/21/05)

Expedia

Expedia's vision is to become the largest and most profitable seller of travel in the world by helping everyone everywhere plan and purchase everything in travel

Gross bookings (in millions)*

2003 (\$9,569)

2004 (\$12,774) (33% growth)

Free Cash Flow (in millions)*

2003 (\$598)

2004 (\$749) (25% growth)

* Results are for post-spin Expedia, Inc. businesses, subsidiaries and investments (excluding Interval and TVTS, including Trip Advisor), including the impact of corporate expense.

Gross bookings (in millions)**

Q1 2004 (\$3,334)

Q1 2005 (\$4,086) (23% growth)

* * Results are for post-spin Expedia, Inc. businesses, subsidiaries and investments (excluding Interval and TVTS, including Trip Advisor), excluding the impact of corporate expense.

TTM 3/31/05 gross bookings (and related market share)***

United States approximately \$11 billion in gross bookings (representing a market share of approximately 5%)

Canada, United Kingdom, Germany, Italy, France, the Netherlands & China less than approximately \$3 billion in gross bookings (representing a market share of less than approximately 1%)

*** Sources: Personal travel & tourism expenditures World Travel & Tourism Council 2005 Travel & Tourism Economic Research; Total market sizes see IAC/InterActiveCorp and Expedia, Inc. joint S-4 registration statement filing dated April 25, 2005 (p. 76).

Additional Information And Where to Find It

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This information contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements relating to IAC's anticipated financial performance, business prospects, new developments, pending transactions and similar matters, and/or statements that use words such as anticipates, estimates, expects, intends, plans, believes, similar expressions. These forward-looking statements are based on management's current expectations and assumptions, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual results could differ materially from those contained in the forward-looking statements included in this report for a variety of reasons, including, among others: adverse changes in economic conditions generally or in any of the markets or industries in which IAC's businesses operate, changes in senior management at IAC and/or its businesses, the rate of growth of the Internet, the e-commerce industry and broadband access, the rate of online migration in the various markets and industries in which IAC's businesses operate, the ability of IAC to expand successfully in international markets, the successful completion of pending corporate transactions and the integration of acquired businesses, and the integrity, security and redundancy of the systems and networks of IAC and its businesses. Certain of these and other risks and uncertainties are discussed in IAC's filings with the Securities and Exchange Commission (SEC). Other unknown or unpredictable factors also could have a material adverse effect on IAC's business, financial condition and results of operations. In light of these risks and uncertainties, the forward-looking statements discussed may not occur. Accordingly, readers should not place undue reliance on these forward-looking statements, which only reflect the views of IAC management as of the date hereof.

IAC is not under any obligation and does not intend to publicly update or review any of these forward-looking statements contained herein, whether as a result of new information, future events or otherwise, even if experience or future events make it clear that any expected results expressed or implied by those forward-looking statements will not be realized.

Additional Information about the Ask Jeeves Acquisition

In connection with its previously announced, pending acquisition of Ask Jeeves, Inc. (Ask Jeeves), IAC has filed a registration statement with the SEC that includes a preliminary combined proxy statement/prospectus of Ask Jeeves and IAC and other relevant documents. Ask Jeeves stockholders should read the definitive proxy statement/prospectus and other relevant materials when they become available, because they will contain important information about Ask Jeeves, IAC and the proposed merger.

In addition to the documents described above, Ask Jeeves and IAC file annual, quarterly and current reports, proxy statements and other information with the SEC. The

proxy statement/prospectus and other relevant materials (when they become available), and any other documents filed with the SEC by Ask Jeeves or IAC are available without charge at the SEC's website at www.sec.gov, or from the companies' websites, at www.ask.com and www.iac.com, respectively.

Ask Jeeves, IAC and their respective officers and directors may be deemed to be participants in the solicitation of proxies from Ask Jeeves stockholders in connection with the proposed merger. A description of certain interests of the directors and executive officers of Ask Jeeves and a description of certain interests of the directors and executive officers of IAC is set forth in the preliminary combined proxy statement/prospectus, which was filed with the SEC on April 26, 2005. Additional information regarding the interests of such potential participants will be included in the definitive proxy statement/prospectus and other relevant documents to be filed with the SEC in connection with the proposed merger.

Additional Information about the IAC Spin-Off

As previously announced, IAC intends to spin-off its travel-related businesses into a separate publicly-traded company. In connection with the proposed spin-off, IAC has filed a preliminary proxy statement/prospectus with the SEC. Stockholders of IAC are urged to read the definitive proxy statement/prospectus, when it becomes available, because it will contain important information about IAC, the proposed spin-off transaction and related matters. Investors and security holders can obtain free copies of the definitive proxy statement/prospectus when it becomes available by contacting Investor Relations, IAC/InterActiveCorp, Carnegie Hall Tower, 152 W. 57th Street, 42nd Floor, New York, NY 10019 (Telephone: (212) 314-7400). Investors and security holders can also obtain free copies of the proxy statement/prospectus and other documents filed by IAC and Expedia with the SEC in connection with the proposed spin-off transaction at the SEC's web site at www.sec.gov.

In addition to the proxy statement, IAC files annual, quarterly and current reports, proxy statements and other information with the SEC, each of which should be available at the SEC's web site at www.sec.gov. You may also read and copy any reports, statements and other information filed by IAC at the SEC public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information.

IAC and its directors, executive officers and certain members of management and other employees may be deemed to be participants in the solicitation of proxies of IAC's stockholders to approve the proposed spin-off transaction. Such individuals may have interests in the transaction as described in IAC's proxy statement/prospectus, including as a result of current holdings of options or shares of IAC's stock and future holdings of options or shares of Expedia's stock, which will be impacted in the transaction. Information regarding IAC and the equity interests of its directors and officers who may be deemed to be participants in the solicitation of proxies is contained in IAC's preliminary proxy statement/prospectus, filed with the SEC on April 25, 2005.