

TripAdvisor, Inc.  
Form 425  
November 21, 2011

Filed by Expedia, Inc.

Pursuant to Rule 425

Under the Securities Act of 1933

Deemed filed pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Expedia, Inc.

Commission File No. 333-175828

Subject Company: TripAdvisor, Inc.

Commission File No. 333-175828-01

**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 21, 2011**

# EXPEDIA, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**000-51447**  
(Commission

File Number)  
**333 108<sup>th</sup> Avenue NE**

**20-2705720**  
(I.R.S. Employer

Identification No.)

**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 8.01. Other Events.**

Management of Expedia, Inc. s TripAdvisor Media Group of businesses ( TripAdvisor ) intends to make presentations to various investors, analysts and others during November and December of 2011, using the slides containing TripAdvisor information attached to this report as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 TripAdvisor Investor Presentation.

**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/ Mark D. Okerstrom

Mark D. Okerstrom

*Executive Vice President and Chief Financial  
Officer*

Dated: November 21, 2011

**EXHIBIT INDEX**

99.1 TripAdvisor Investor Presentation.