

Expedia, Inc.  
Form 8-K  
March 04, 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): February 27, 2015**

**EXPEDIA, INC.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**000-51447**  
**(Commission**

**File Number)**  
**333 108th 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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 27, 2015, the Compensation Committee of the Board of Directors of Expedia, Inc. (the Company) approved the terms of, and on March 2, 2015 the Company entered into, an amended and restated employment agreement with Robert Dzielak, the Company's Executive Vice President, General Counsel and Secretary (the Amended Agreement). Pursuant to the Amended Agreement, Mr. Dzielak's annual base salary was increased from \$450,000 to \$575,000, effective as of March 1, 2015, and Mr. Dzielak's annual target bonus was increased from 75% to 100% of his annual base salary. The remaining material terms of Mr. Dzielak's employment were unchanged, including:

*Severance.* Upon a termination of Mr. Dzielak's employment by the Company without Cause (other than by reason of his death or Disability or due to the expiration of the Term) or by Mr. Dzielak for Good Reason, subject to his execution and non-revocation of a release and compliance with restrictive covenants described below, then:

the Company will consider in good faith the payment of a discretionary bonus on a pro rata basis for the year in which termination of employment occurs;

contingent upon the satisfaction of any applicable performance conditions, all equity held by Mr. Dzielak that otherwise would have vested during the 12-month period following termination of employment, will accelerate (provided that equity awards that vest less frequently than annually shall be treated as though such awards vested annually);

Mr. Dzielak may exercise vested stock options (including stock options accelerated pursuant to the terms of his employment agreement) for 18 months after termination of his employment or through the scheduled expiration date of the options, whichever is earlier;

the Company will continue to pay Mr. Dzielak's base salary through the longer of the end of the term of his employment agreement or 12 months; and

the Company will pay an amount equal to COBRA health insurance coverage for a period of 12 months.

*Restrictive Covenants.* Mr. Dzielak will continue to be restricted from competing with the Company and from soliciting employees for a period of 18 months after termination of his employment.

Also on February 27, 2015, in connection with the Compensation Committee's approval of the terms of the Amended Agreement, the Section 16 Committee of the Board of Directors of the Company approved an award to Mr. Dzielak of 11,592 restricted stock units that will vest annually over four years, subject to his continued service with the Company and the satisfaction of certain performance-related conditions.

Also on February 27, 2015, in connection with the Compensation Committee's approval of the 2014 annual review stock option awards, the Section 16 Committee of the Board of Directors of the Company approved an award to Mr. Dzielak of options to purchase 65,000 shares of Expedia common stock vesting annually over four years. The exercise price for the stock options is \$91.75, the closing price of the Company's common stock on the date of grant, and each stock option has a seven-year term.

The description of the Amended Agreement is qualified in its entirety by reference to the full text of the agreement, a copy of which is filed herewith as Exhibit 10.1, and is incorporated by reference herein. Unless otherwise specified, capitalized terms used above without definition have the meanings set forth in the Amended Agreement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
10.1	Amended and Restated Employment Agreement between Robert J. Dzielak and Expedia, Inc., dated March 2, 2015.

**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 hereunto duly authorized.

**EXPEDIA, INC.**

Date: March 3, 2015

By: /s/ Dara Khosrowshahi  
Name: Dara Khosrowshahi  
Title: CEO and President

**EXHIBIT INDEX**

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