

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO

**FORM S-1**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**LIBERTY TRIPADVISOR HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**7273**  
(Primary Standard Industrial  
Classification code number)

**46-3337365**  
(I.R.S. Employer  
Identification No.)

**12300 Liberty Boulevard, Englewood, Colorado 80112, (720) 875-5200**  
(Address, including zip code, and telephone number, including area code, of Registrant's  
principal executive offices)

**Richard N. Baer**  
**Liberty TripAdvisor Holdings, Inc.**  
**12300 Liberty Boulevard**  
**Englewood, Colorado 80112**  
**(720) 875-5200**  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**Copy to:**  
Renee L. Wilm  
Baker Botts L.L.P.  
30 Rockefeller Plaza  
New York, New York 10112  
(212) 408-2503

**Approximate date of commencement of proposed sale to the public: As soon as practicable after all conditions to the transaction registered hereby have been satisfied or waived, as applicable.**

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering.  **Registration Number: 333-195705**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Form S-1 amends the Registration Statement on Form S-1 of Liberty TripAdvisor Holdings, Inc. (the "Registrant") (Registration No. 333-195705), as amended prior to the date hereof (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission (the "Commission") on August 12, 2014 (the "Effective Date").

At 5:00 p.m. New York City time, today, Liberty Interactive Corporation ("Liberty"), the current parent company of the Registrant, will effect a dividend pursuant to which 100% of the shares of the Registrant will be distributed to holders of Liberty's Liberty Ventures common stock (the "Dividend"). Holders of Liberty's Series A Liberty Ventures common stock will receive one share of the Registrant's Series A common stock for each share of Series A Liberty Ventures common stock held by them as of 5:00 p.m., New York City time, on August 21, 2014 (the "record date"), and holders of Liberty's Series B Liberty Ventures common stock will receive one share of the Registrant's Series B common stock for each share of Series B Liberty Ventures common stock held by them on the record date. Immediately following the Dividend, the Registrant will be separated from Liberty and become a separate publicly traded company.

This Post-Effective Amendment No. 1 is being filed for the sole purpose of replacing Exhibit 8.1: Form of opinion of Baker Botts L.L.P. regarding certain tax matters, previously filed with the Registration Statement, with a final, executed version of Exhibit 8.1. The Registration Statement is hereby amended, as appropriate, to reflect the replacement of such exhibit.

**Item 16. Exhibits And Financial Statement Schedules.**

(a) Exhibits. The following is a complete list of Exhibits filed as part of this registration statement.

Exhibit Number	Exhibit Description
2.1	Form of Reorganization Agreement by and between Liberty Interactive Corporation and the Registrant.*
3.1	Form of Restated Certificate of Incorporation of the Registrant to be in effect at the time of the Spin-Off.*
3.2	Form of Bylaws of the Registrant to be in effect at the time of the Spin-Off.*
4.1	Specimen Certificate for shares of Series A Common Stock, par value \$.01 per share, of the Registrant.*
4.2	Specimen Certificate for shares of Series B Common Stock, par value \$.01 per share, of the Registrant.*
5.1	Opinion of Baker Botts L.L.P. as to the legality of the securities being registered.*
8.1	Opinion of Baker Botts L.L.P. regarding certain tax matters.
10.1	Form of Liberty TripAdvisor Holdings, Inc. 2014 Omnibus Incentive Plan.*
10.2	Form of Liberty TripAdvisor Holdings, Inc. Transitional Stock Adjustment Plan.*
10.3	Form of Tax Sharing Agreement by and between the Registrant and Liberty Interactive Corporation.*
10.4	Form of Services Agreement by and between the Registrant and Liberty Media Corporation.*
10.5	Form of Facilities Agreement by and among the Registrant, Liberty Media Corporation and Liberty Property Holdings, Inc.*
10.6	Form of Indemnification Agreement by and between the Registrant and its executive officers/directors.*
10.7	Governance Agreement, dated as of December 20, 2011, by and between TripAdvisor, Inc. and Liberty Interactive Corporation (incorporated by reference to Exhibit 99.3 to Liberty Interactive Corporation’s Schedule 13D in respect of common stock of TripAdvisor, Inc., filed with the Securities and Exchange Commission on December 30, 2011).
10.8	Forms of Aircraft Time Sharing Agreements.*
10.9	Tax Sharing Agreement by and between TripAdvisor, Inc. and Expedia, Inc., dated as of December 20, 2011 (incorporated by reference to Exhibit No. 10.2 to TripAdvisor, Inc.’s

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10.10	(“TripAdvisor”) Current Report on Form 8-K (File No. 001-35362), filed with the SEC on December 27, 2011 (the “TripAdvisor 8-K”).
10.11	Sublease between Newton Technology Park LLC and TripAdvisor LLC, dated as of October 31, 2007 (incorporated by reference to Exhibit 10.12 to TripAdvisor’s Registration Statement on Form S-4/A (File No. 333-175828-01), filed with the SEC on October 24, 2011 (the “TripAdvisor S-4”).
10.12	First Amendment to Sublease between Newton Technology Park LLC and TripAdvisor LLC, dated as of June 15, 2009 (incorporated by reference to Exhibit 10.13 to the TripAdvisor S-4).
10.13	Credit Agreement, by and among TripAdvisor, TripAdvisor Holdings, LLC, and TripAdvisor LLC, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and J.P. Morgan Europe Limited, as London agent, dated as of December 20, 2011 (incorporated by reference to Exhibit 4.2 to the TripAdvisor 8-K).
10.14	Waiver and Amendment Agreement, by and among TripAdvisor, TripAdvisor Holdings, LLC, and TripAdvisor LLC, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and J.P. Morgan Europe Limited, as London agent, dated as of December 27, 2013 (incorporated by reference to Exhibit 10.8 to TripAdvisor’s Annual Report on Form 10-K (File No. 001-35362), filed with the SEC on February 11, 2014 (the “TripAdvisor 10-K”).
10.15	Corporate Headquarters Lease with Normandy Gap-V Needham Building 3, LLC, as landlord, dated as of June 20, 2013 (incorporated by reference to Exhibit 10.1 to TripAdvisor’s Quarterly Report on Form 10-Q (File No. 001-35362), filed with the SEC on July 24, 2013 (the “TripAdvisor 10-Q”).
10.16	Guaranty dated June 20, 2013 by TripAdvisor, Inc. for the benefit of Normandy Gap-V Needham Building 3, LLC, as landlord (incorporated by reference to Exhibit 10.2 to the TripAdvisor 10-Q).
21.1	Form of TripAdvisor Media Group Master Advertising Insertion Order (incorporated by reference to Exhibit 10.21 to the TripAdvisor 10-K).
23.1	List of Subsidiaries.*
23.2	Consent of KPMG LLP.*
23.3	Consent of Ernst & Young LLP.*
24.1	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)*
99.1	Power of Attorney*
	Executive and Director Compensation Information, extracted from the 2014 annual meeting proxy statements of Liberty Media Corporation and Liberty Interactive Corporation.*

\* Previously filed.

(b) Financial Statement Schedules.

(b)(1) Financial Statements

Previously included in pre-effective Amendment No. 4 to the Registration Statement:

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(b)(2) *Financial Statement Schedules*

All schedules have been omitted because they are not applicable, not material or the required information is set forth in the financial statements or notes thereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Englewood, state of Colorado, on August 27, 2014.

**LIBERTY TRIPADVISOR HOLDINGS, INC.**

By: /s/ Richard N. Baer  
 Name: Richard N. Baer  
 Title: Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
* _____ Gregory B. Maffei	Director, President and Chief Executive Officer (Principal Executive Officer)	*
* _____ Christopher W. Shean	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	*
* _____ Richard N. Baer	Director, Senior Vice President and General Counsel	*

\*By: /s/ Richard N. Baer August 27, 2014  
 Richard N. Baer  
 Attorney-in-Fact

**EXHIBIT INDEX**

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10.5	Form of Facilities Agreement by and among the Registrant, Liberty Media Corporation and Liberty Property Holdings, Inc.*
10.6	Form of Indemnification Agreement by and between the Registrant and its executive officers/directors.*
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10.8	Forms of Aircraft Time Sharing Agreements.*
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- 10.13 Waiver and Amendment Agreement, by and among TripAdvisor, TripAdvisor Holdings, LLC, and TripAdvisor LLC, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and J.P. Morgan Europe Limited, as London agent, dated as of December 27, 2013 (incorporated by reference to Exhibit 10.8 to TripAdvisor's Annual Report on Form 10-K (File No. 001-35362), filed with the SEC on February 11, 2014 (the "TripAdvisor 10-K")).
- 10.14 Corporate Headquarters Lease with Normandy Gap-V Needham Building 3, LLC, as landlord, dated as of June 20, 2013 (incorporated by reference to Exhibit 10.1 to TripAdvisor's Quarterly Report on Form 10-Q (File No. 001-35362), filed with the SEC on July 24, 2013 (the "TripAdvisor 10-Q")).
- 10.15 Guaranty dated June 20, 2013 by TripAdvisor, Inc. for the benefit of Normandy Gap-V Needham Building 3, LLC, as landlord (incorporated by reference to Exhibit 10.2 to the TripAdvisor 10-Q).
- 10.16 Form of TripAdvisor Media Group Master Advertising Insertion Order (incorporated by reference

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to Exhibit 10.21 to the TripAdvisor 10-K).

- 21.1 List of Subsidiaries.\*
- 23.1 Consent of KPMG LLP.\*
- 23.2 Consent of Ernst & Young LLP.\*
- 23.3 Consent of Baker Botts L.L.P. (included in Exhibit 5.1)\*
- 24.1 Power of Attorney\*
- 99.1 Executive and Director Compensation Information, extracted from the 2014 annual meeting proxy statements of Liberty Media Corporation and Liberty Interactive Corporation.\*

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\* Previously filed.

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THE WARNER  
1299 PENNSYLVANIA AVE.,  
NW  
WASHINGTON, D.C.  
20004-2400

TEL +1 202.639.7700  
FAX +1 202.639.7890  
www.bakerbotts.com

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August 27, 2014

Liberty Interactive Corporation  
12300 Liberty Boulevard  
Englewood, CO 80112

Ladies and Gentlemen:

We have acted as counsel to Liberty Interactive Corporation, a Delaware corporation ("**Liberty**"), in connection with (x) the contribution of certain assets and liabilities (the "**Contribution**") by Liberty (or one or more of its disregarded entities) to Liberty TripAdvisor Holdings, Inc., a Delaware corporation ("**TripCo**"), and (y) the distribution by Liberty of (i) all of the outstanding shares of TripCo's Series A common stock, par value \$.01 per share (the "**Series A Common Stock**"), to the holders of Liberty's Series A Liberty Ventures common stock, par value \$.01 per share (the "**Series A Liberty Ventures Common Stock**"), and (ii) all of the outstanding shares of TripCo's Series B common stock, par value \$.01 per share (the "**Series B Common Stock**," and together with the Series A Common Stock, the "**TripCo Common Stock**"), to the holders of Liberty's Series B Liberty Ventures common stock, par value \$.01 per share (the "**Series B Liberty Ventures Common Stock**" and together with the Series A Liberty Ventures Common Stock, the "**Liberty Ventures Common Stock**") ((i) and (ii) of this clause (y), together with the Contribution, the "**Spin-Off**"). You have requested our opinion (the "**Tax Opinion**") regarding the material United States federal income tax consequences of the Spin-Off.

**Pursuant to your request, you and we have agreed that this Tax Opinion addresses, considers and provides conclusions with respect to only the United States federal income tax matters discussed herein. Additional issues that are not discussed in this Tax Opinion could affect the United States federal income tax treatment of the Spin-Off or the matter that is the subject of this Tax Opinion. This Tax Opinion was not written, and cannot be used by any taxpayer, for the purpose of avoiding penalties that may be imposed on it with respect to any United States federal income tax issue not expressly discussed in this Tax Opinion.**

The terms of the Spin-Off are described in the prospectus (the "**Prospectus**") which forms a part of the Registration Statement on Form S-1 (File No. 333-195705), as amended (the "**Registration Statement**"), of TripCo that was filed with the Securities and Exchange Commission (the "**SEC**") on August 11, 2014. We have participated in the preparation of the discussion set forth in the Prospectus under the heading "Material U.S. Federal Income Tax Consequences of the Spin-Off" (the "**Discussion**"). References herein to the "Code" shall refer to the Internal Revenue Code of 1986, as amended (the "**Code**").

In providing our Tax Opinion, we have examined and relied upon the accuracy and completeness of all of the facts, information, statements, covenants, representations, and warranties contained in originals or copies, certified or otherwise identified to our satisfaction, of (i) the request for rulings submitted by Liberty to the Internal Revenue Service (the "**IRS**") with respect to the Spin-Off and certain related transactions, including the appendices and exhibits thereto (the "**Ruling Request**"), as modified and supplemented by all supplemental submissions and correspondence filed with the IRS, (ii) the private letter ruling issued to Liberty by the IRS with respect to the Spin-Off and certain related transactions (the "**Ruling**"), (iii) the letters from Liberty's investment advisor to the Liberty board of directors, dated October 8, 2013 and August 14, 2014, (iv) the Registration Statement, including the Prospectus and all exhibits attached thereto, (v) all submissions to the SEC related to clause (iv), (vi) all agreements listed on Schedule A attached hereto (the "**Agreements**"), including the Reorganization Agreement, dated as of August 15, 2014, by and between Liberty and TripCo (the "**Reorganization Agreement**"), (vii) TripCo's restated certificate of incorporation, (viii) Liberty's restated certificate of incorporation, (ix) the representation letters, dated the date hereof, delivered by each of Liberty, TripCo, and Mr. John C. Malone ("**Mr. Malone**") to us (the "**Representation Letters**"), and (x) such other documents and records, and information provided to us by Liberty, as we have deemed necessary or appropriate as a basis for our Tax Opinion set forth below. References to each of the documents above include references to any exhibits, attachments, appendices, and schedules thereto.

We have assumed that the facts, information, statements, covenants, representations, and warranties set forth in each of the documents referred to above are true, correct and complete as of the date hereof and will continue to be true, correct and complete at the time of the Spin-Off, without regard to any qualification as to knowledge, belief or otherwise. Our Tax Opinion is conditioned upon, among other things, the effectiveness and continuing validity of the Ruling and the accuracy and completeness of all of the facts, information, statements, covenants, representations, and warranties upon which the Ruling and this Tax Opinion are based as of the date hereof and at the time of the Spin-Off.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic, electronic, or facsimile copies and the authenticity of the originals of such documents. We also have assumed that the Spin-Off, and the transactions related thereto, will be consummated in the manner described in the Registration Statement, the Agreements, and the Ruling, and that none of the terms and conditions in the Agreements will have been waived or modified in any respect prior to the Spin-Off. Any inaccuracy in any of the aforementioned facts, information, statements, representations, warranties, or assumptions, or any breach of any of the aforementioned covenants (including on account of events occurring subsequent to the effective time of the Spin-Off) could adversely affect one or more of the conclusions as stated herein.

Subject to the foregoing and subject to the conditions, limitations, and qualifications described herein and in the Discussion, it is our opinion that, under presently applicable U.S. federal income tax law:

- (i) the Spin-Off will qualify as a tax-free transaction under sections 355 and 368(a)(1)(D) of the Code;
- (ii) no gain or loss will be recognized by Liberty upon the distribution of TripCo Common Stock in the Spin-Off; and
- (iii) no gain or loss will be recognized by, and no amount will be included in the income of, holders of Liberty Ventures Common Stock upon the receipt of shares of TripCo Common Stock in the Spin-Off.

This Tax Opinion is based on the Code, applicable Treasury regulations, judicial authority, and administrative rulings and practice, all as in effect as of the date hereof. There can be no assurance that future legislative, judicial, or administrative changes or interpretations will not adversely affect the accuracy of the conclusions set forth herein. We do not undertake to advise you as to any such future changes or interpretations unless we are specifically retained to do so. This Tax Opinion is not binding upon the IRS or any court, and the conclusions expressed in this Tax Opinion could be challenged by the IRS and a court could sustain such challenge. We express no other opinion regarding the U.S. federal tax consequences of the Spin-Off, and we express no opinion regarding the state, local, foreign, or other tax consequences, of the Spin-Off.

This Tax Opinion is delivered to you solely in connection with the Spin-Off and for purposes of the Registration Statement. We consent to the filing of this Tax Opinion with the SEC as an exhibit to the Registration Statement and to the references to our firm name in the Prospectus. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules of the SEC thereunder.

Sincerely,  
/s/ Baker Botts L.L.P.

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Schedule A

1. Reorganization Agreement, dated as of August 15, 2014, by and between Liberty Interactive Corporation and Liberty TripAdvisor Holdings, Inc., and the exhibits attached thereto.
2. Tax Sharing Agreement, dated as of August 27, 2014, by and between Liberty Interactive Corporation and Liberty TripAdvisor Holdings, Inc.
3. Services Agreement, dated as of August 27, 2014, by and between Liberty Media Corporation and Liberty TripAdvisor Holdings, Inc.
4. Services Agreement, dated as of August 27, 2014, by and between BuySeasons, Inc. and Evite, Inc.
5. Facilities Sharing Agreement, dated as of August 27, 2014, by and among Liberty TripAdvisor Holdings, Inc., Liberty Media Corporation and Liberty Property Holdings, Inc.
6. Margin Loan Agreement, dated as of August 21, 2014, by and between Liberty TripAdvisor, LLC, as the borrower, Liberty TripAdvisor Holdings, Inc., as the guarantor, JPMorgan Chase Bank, N.A., London Branch, as the administrative agent and as the initial lender and any other lender from time to time party thereto.
7. Margin Loan Agreement, dated as of August 21, 2014, by and between Liberty TripAdvisor, LLC, as the borrower, Liberty TripAdvisor Holdings, Inc., as the guarantor, Credit Suisse AG, Cayman Branch, as the administrative agent and as the initial lender and any other lender from time to time party thereto.
8. Master Promissory Note, dated as of August 21, 2014, by and between Liberty TripAdvisor Holdings, Inc., as the maker, and Liberty Interactive LLC, as the lender.
9. Aircraft Time Sharing Agreement, dated as of August 27, 2014, by and between Liberty TripAdvisor Holdings, Inc., as lessee, and Liberty Media Corporation, as lessor.
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11. Aircraft Time Sharing Agreement, dated as of August 27, 2014, by and between Liberty TripAdvisor Holdings, Inc., as lessee, Liberty Citation, Inc., as owner, and Liberty Denver Arena, LLC, as sublessor.

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