

Edgar Filing: EXPEDIA INC - Form S-8 POS

EXPEDIA INC
Form S-8 POS
November 09, 2001

As filed with the Securities and Exchange Commission on November 9, 2001

Registration No. 333-91639

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
POST-EFFECTIVE AMENDMENT NO. 1 TO
REGISTRATION STATEMENT
Under The Securities Act of 1933

EXPEDIA, INC.
(Exact name of registrant as specified in its charter)

Washington 91-1996083
(State or other jurisdiction of (I.R.S. employer identification no.)
incorporation or organization)

13810 SE Eastgate Way, Suite 400, Bellevue, Washington 98005
(Address of Principal Executive Offices)

EXPEDIA, INC. 1999 AMENDED AND
RESTATED STOCK OPTION PLAN
(Full title of the plan)

Mark S. Britton
Senior Vice President and General Counsel
Expedia, Inc.
13810 SE Eastgate Way, Suite 400
Bellevue, Washington 98005
425-564-7200
(Name and address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE (1)

| Title of each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Warrant or Share | Proposed Maxim Aggregate Offering |
|--|----------------------------|---|--------------------------------------|
| Common Shares, par value \$.01 (2) | None | N/A | N/A |

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- (1) This Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8 relates to an aggregate of 18,000,000 shares of the Registrant's Common Stock, par value \$.01 per share, which shares were originally registered with the Commission on Form S-8, Reg No. 333-91639, to which this Post-Effective Amendment relates, on November 24, 1999. A filing fee of \$215,823. in respect of such shares was paid at the time of filing of the Form S-8 Registration Statement to which this Post-Effective Amendment relates and is incorporated by reference herein.
- (2) Pursuant to Rule 416 promulgated under the Securities Act, includes an indeterminate number of additional shares that may be issued to adjust the number of shares issued pursuant to the Plan as the result of any future stock split, stock dividend or similar adjustment of the Registrant's outstanding Common Stock.

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Item 8. Exhibits.

- *5 Opinion of Counsel regarding legality.
- *23.1 Consent of Counsel (included in Exhibit 5).
- *23.2 Consent of Deloitte & Touche LLP.
- *24 Power of Attorney (included in signature pages).
- 99.1 Expedia, Inc. 1999 Amended and Restated Stock Option Plan.

* Previously filed.

SIGNATURES

Pursuant to the requirements of Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the

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requirements for filing on Form S-8 and has duly caused this registration statement or amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington on November 9, 2001.

EXPEDIA, INC.

By: /s/ Richard N. Barton

Richard N. Barton
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the following capacities on November 9, 2001.

| Signature ----- | Title ----- |
|---|--|
| /s/ Richard N. Barton ----- Richard N. Barton | President, Chief Executive Officer (Principal Executive Officer) |
| /s/ Gregory S. Stanger ----- Gregory S. Stanger | Sr. Vice President, Finance; Officer (Principal Financial Officer) |
| * ----- | |
| Gregory B. Maffei ----- | Chairman of the Board of Directors |
| * ----- | |
| Brad Chase ----- | Director |
| * ----- | |
| Gerald Grinstein ----- | Director |
| * ----- | |
| Jay C. Hoag ----- | Director |
| * ----- | |
| Laurie McDonald Jonsson ----- | Director |
| * ----- | |
| Richard D. Nanula ----- | Director |

* By Richard N. Barton, Attorney-In-Fact