

INTERACTIVECORP
Form POS EX
August 11, 2003

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As Filed with the Securities and Exchange Commission on August 6, 2003

Registration No. 333-104973

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-4**

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

INTERACTIVECORP

(formerly USA Interactive)
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

4833
(Primary Standard Industrial
Classification Code Number)
152 West 57th Street
New York, New York 10019
(212) 314-7300

59-2712887
(I.R.S. Employer
Identification Number)

(Address, including Zip Code, and Telephone Number, including
Area Code, of Registrant's Principal Executive Offices)

David G. Ellen, Esq.
Vice President, Acting General Counsel and Secretary
InterActiveCorp
152 West 57th Street
New York, New York 10019
(212) 314-7300

(Name, Address, including Zip Code, and Telephone Number,
including Area Code, of Agent For Service)

Copies to:

Pamela S. Seymon
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

Mark S. Britton
Senior Vice President,
General Counsel and Secretary
Expedia, Inc.
13810 SE Eastgate Way, Suite 400
Bellevue, Washington 98005
(425) 564-7200

Peter D. Lyons
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
(212) 848-4000

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Approximate Date of Commencement of Proposed Sale to the Public: As soon as practicable after this registration statement becomes effective and upon completion of the merger described in the enclosed information statement/prospectus.

If the securities 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 of 1933, as amended (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 effective registration statement for the same offering. 333-104973

Explanatory Note

This Post-Effective Amendment No. 1 to Registration Statement on Form S-4 (File No. 333-104973) is filed pursuant to Rule 462(d) solely to add certain exhibits not previously filed with respect to such Registration Statement.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules.

(a) **Exhibits.**

| Exhibit Number | Description |
|-----------------------|--|
| 2.1 | Agreement and Plan of Merger, dated as of March 18, 2003, by and between InterActiveCorp (formerly USA Interactive, "IAC"), Expedia, Inc. and Equinox Merger Corp. (included as Appendix A to the proxy and information statement/prospectus included in this Registration Statement). |
| 3.1 | Restated Certificate of Incorporation of IAC (incorporated by reference to Exhibit 3.1 to IAC's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000). |
| 3.2 | Amendment to the Restated Certificate of Incorporation of IAC (incorporated by reference to Exhibit A of IAC's Definitive Information Statement filed on November 19, 2001). |
| 3.3 | Certificate of Ownership and Merger Merging Taiwan Travel, Inc. into USA Networks, Inc. (incorporated by reference to Exhibit 3.3 to IAC's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002). |
| 3.4 | Certificate of Ownership and Merger Merging WLS Holdings, Inc. into USA Interactive and Amendment Thereto (incorporated by reference to Exhibit 4.4 to IAC's Post-Effective Amendment No. 1 on Form S-8 to Form S-4 (file no. 333-105014) filed on July 2, 2003). |
| 3.5 | Amended and Restated By-Laws of IAC (incorporated by reference to Exhibit 99.1 of IAC's Current Report on Form 8-K, filed on September 20, 2002). |

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| Exhibit Number | Description |
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| 4.1 | Form of IAC Stockholder Equity Warrant (included in Exhibit 4.2). |
| 4.2 | Form of IAC Stockholder Equity Warrant Agreement. |
| 4.3 | Form of IAC Optionholder Equity Warrant (included in Exhibit 4.4). |
| 4.4 | Form of IAC Optionholder Equity Warrant Agreement. |
| 5.1 | Opinion of Wachtell, Lipton, Rosen & Katz as to the validity of the shares and warrants being issued.* |
| 8.1 | Opinion of Wachtell, Lipton, Rosen & Katz as to certain tax matters.* |
| 8.2 | Opinion of Shearman & Sterling LLP as to certain tax matters.* |
| 23.1 | Consent of Ernst & Young LLP.* |
| 23.2 | Consent of Ernst & Young LLP.* |
| 23.3 | Consent of Deloitte & Touche LLP.* |
| 23.4 | Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibits 5.1 and 8.1 hereto). |
| 23.5 | Consent of Shearman & Sterling LLP (included in Exhibit 8.2 hereto). |
| 24.1 | Powers of Attorney.* |
| 99.1 | Consent of Stockholders of IAC in lieu of Stockholders' Meeting, dated as of March 18, 2003.* |
| 99.2 | Consent of Morgan Stanley & Co. Incorporated.* |
| 99.3 | Form of Expedia, Inc. Proxy Card.* |

*
Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on August 6, 2003.

INTERACTIVECORP

By: /s/ DARA KHOSROWSHAHI

Dara Khosrowshahi
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated as of August 6, 2003.

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| Signature | Title |
|---|---|
| <hr/> <i>/s/ BARRY DILLER*</i> <hr/> Barry Diller | Chairman of the Board, Chief Executive Officer and Director |
| <hr/> <i>/s/ VICTOR A. KAUFMAN*</i> <hr/> Victor A. Kaufman | Vice Chairman and Director |
| <hr/> <i>/s/ WILLIAM J. SEVERANCE*</i> <hr/> William J. Severance | Vice President and Controller (Chief Accounting Officer) |
| <hr/> <i>/s/ DARA KHOSROWSHAHI</i> <hr/> Dara Khosrowshahi | Executive Vice President and Chief Financial Officer |
| <hr/> <i>/s/ RICHARD N. BARTON*</i> <hr/> Richard N. Barton | Director |
| <hr/> <i>/s/ ROBERT R. BENNETT*</i> <hr/> Robert R. Bennett | Director |
| <hr/> <i>/s/ EDGAR BRONFMAN, JR.*</i> <hr/> Edgar Bronfman, Jr. | Director |
| 2 | |
| <hr/> <i>/s/ DONALD R. KEOUGH*</i> <hr/> Donald R. Keough | Director |
| <hr/> <i>/s/ MARIE-JOSÉE KRAVIS*</i> <hr/> Marie-Josée Kravis | Director |
| <hr/> <i>/s/ JOHN C. MALONE*</i> <hr/> John C. Malone | Director |
| <hr/> <i>/s/ GEN. H. NORMAN SCHWARZKOPF*</i> <hr/> Gen. H. Norman Schwarzkopf | Director |
| <hr/> <i>/s/ ALAN SPOON*</i> <hr/> Alan Spoon | Director |
| <hr/> <i>/s/ DIANE VON FURSTENBERG*</i> | Director |

Diane Von Furstenberg

*By: /s/ DARA KHOSROWSHAHI

Dara Khosrowshahi
Attorney-In-Fact

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