

Hotels.com GP, LLC
Form 8-A12B
June 15, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

Expedia, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

20-2705720
(I.R.S. Employer Identification No.)

333 108th Avenue NE

Bellevue, Washington
(Address of Principal Executive Offices)

98004
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

Expedia, Inc.

(Exact Name of Registrant as Specified in its Charter)

Washington
(State of Incorporation or Organization)

91-1996083
(I.R.S. Employer Identification No.)

333 108th Avenue NE

Bellevue, Washington
(Address of Principal Executive Offices)

98004
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

CarRentals.com, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State of Incorporation or Organization)

35-2519390
(I.R.S. Employer Identification No.)

333 108th Avenue NE

Bellevue, Washington
(Address of Principal Executive Offices)

98004
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|--|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior | New York Stock Exchange |
| Notes due 2022 | |

Classic Vacations, LLC

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State of Incorporation or Organization)

04-3612673
(I.R.S. Employer Identification No.)

5893 Rue Ferrari Avenue

San Jose, California
(Address of Principal Executive Offices)

95138
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

Cruise, LLC

(Exact Name of Registrant as Specified in its Charter)

Washington
(State of Incorporation or Organization)

47-3225083
(I.R.S. Employer Identification No.)

333 108th Avenue NE

Bellevue, Washington
(Address of Principal Executive Offices)

98004
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

EAN.com, LP

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

42-1612329
(I.R.S. Employer Identification No.)

5400 LBJ Freeway, Suite 500

Dallas, Texas
(Address of Principal Executive Offices)

75240
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered
Guarantee with respect to Expedia, Inc. 2.500% Senior
Notes due 2022

Name of Each Exchange on
Which Each Class is to be Registered
New York Stock Exchange

Egencia LLC

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State of Incorporation or Organization)

02-0629848
(I.R.S. Employer Identification No.)

333 108th Avenue NE

Bellevue, Washington
(Address of Principal Executive Offices)

98004
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

Hotels.com, L.P.

(Exact Name of Registrant as Specified in its Charter)

Texas
(State of Incorporation or Organization)

75-2942061
(I.R.S. Employer Identification No.)

5400 LBJ Freeway, Suite 500

Dallas, Texas
(Address of Principal Executive Offices)

75240
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

Hotels.com GP, LLC

(Exact Name of Registrant as Specified in its Charter)

Texas
(State of Incorporation or Organization)

75-2942059
(I.R.S. Employer Identification No.)

5400 LBJ Freeway, Suite 500

Dallas, Texas
(Address of Principal Executive Offices)

75240
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|--|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior | New York Stock Exchange |
| Notes due 2022 | |

Hotwire, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

74-2938016
(I.R.S. Employer Identification No.)

655 Montgomery Street, Suite 600

San Francisco, California
(Address of Principal Executive Offices)

94111
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

HRN 99 Holdings, LLC

(Exact Name of Registrant as Specified in its Charter)

New York
(State of Incorporation or Organization)

13-4179783
(I.R.S. Employer Identification No.)

333 108th Avenue NE

Bellevue, Washington
(Address of Principal Executive Offices)

98004
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

Interactive Affiliate Network, LLC

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

42-1612328
(I.R.S. Employer Identification No.)

5400 LBJ Freeway, Suite 500

Dallas, Texas
(Address of Principal Executive Offices)

75240
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|--|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior | New York Stock Exchange |
| Notes due 2022 | |

Travelscape, LLC

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State of Incorporation or Organization)

88-0392667
(I.R.S. Employer Identification No.)

10190 Covington Cross Drive, Suite 300

Las Vegas, Nevada
(Address of Principal Executive Offices)

89144-7044
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

WWTE, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State of Incorporation or Organization)

20-3014378
(I.R.S. Employer Identification No.)

333 108th Avenue NE

Bellevue, Washington
(Address of Principal Executive Offices)

98004
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on |
|---|---|
| to be so Registered | Which Each Class is to be Registered |
| Guarantee with respect to Expedia, Inc. 2.500% Senior Notes due 2022 | New York Stock Exchange |

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. "

Securities Act registration statement file number to which this form relates: 333-197974

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby consist of: (i) 650,000,000 2.500% Senior Notes due 2022 of Expedia, Inc., a Delaware corporation (Expedia), and (ii) the guarantees with respect thereto by Expedia, Inc., a Washington corporation, CarRentals.com, Inc., Classic Vacations, LLC, Cruise, LLC, EAN.com, LP, Egencia LLC, Hotels.com, L.P., Hotels.com GP, LLC, Hotwire, Inc., HRN 99 Holdings, LLC, Interactive Affiliate Network, LLC, Travelscape, LLC and WWTE, Inc. (together, the Subsidiary Guarantors).

Expedia hereby incorporates by reference the description of its securities to be registered hereunder contained in the Prospectus dated August 8, 2014 under Description of Debt Securities and in the Prospectus Supplement dated May 28, 2015, under Description of Notes, filed with the Securities and Exchange Commission (the Commission) on June 1, 2015 under Rule 424(b)(5) under the Securities Act of 1933, as amended (the Act), pursuant to a Registration Statement on Form S-3 (No. 333 197974), as amended, previously filed with the Commission under the Act.

Each of the Subsidiary Guarantors hereby incorporates by reference the description of its securities to be registered hereunder contained in the Prospectus dated August 8, 2014 under Description of Debt Securities and in the Prospectus Supplement dated May 28, 2015, under Description of Notes, filed with the Commission on June 1, 2015 under Rule 424(b)(5) under the Act, pursuant to a Registration Statement on Form S-3 (No. 333 197974), as amended, previously filed with the Commission under the Act.

Item 2. Exhibits.

1. Indenture dated as of August 18, 2014, among Expedia, Inc., the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Expedia, Inc.'s Current Report on Form 8-K filed on August 18, 2014, Exhibit 4.1).
2. Fourth Supplemental Indenture, dated as of June 3, 2015, among Expedia, Inc., the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A. (incorporated by reference to Expedia, Inc.'s Current Report on Form 8-K filed on June 3, 2015, Exhibit 4.1).
3. Form of Expedia, Inc. 2.500% Senior Notes due 2022 (incorporated by reference to Expedia, Inc.'s Current Report on Form 8-K filed on June 3, 2015, Exhibit 4.3).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Expedia, Inc.

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

Expedia, Inc. (a Washington corporation)

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

CarRentals.com, Inc.

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President and Secretary

Classic Vacations, LLC

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

Cruise, LLC

Date: June 12, 2015

By: Expedia, Inc. (a Washington corporation)
Its: Sole Member

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

EAN.com, LP

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

Egencia LLC

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

Hotels.com, L.P.

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

Hotels.com GP, LLC

Date: June 12, 2015

By: Expedia, Inc. (a Washington corporation)
Its: Sole Member

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

Hotwire, Inc.

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

HRN 99 Holdings, LLC

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Manager

Interactive Affiliate Network, LLC

Date: June 12, 2015

By: /s/ Robert J. Dzielak
Name: Robert J. Dzielak
Title: Executive Vice President, General Counsel and Secretary

Travelscape, LLC

Date: June 12, 2015

By: /s/ Robert J. Dzielak

Name: Robert J. Dzielak

Title: Executive Vice President, General Counsel and
Secretary

WWTE, Inc.

Date: June 12, 2015

By: /s/ Robert J. Dzielak

Name: Robert J. Dzielak

Title: Executive Vice President, General Counsel and
Secretary