

HOTWIRE INC
Form 424B5
May 28, 2015
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-197974

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated May 28, 2015

PROSPECTUS SUPPLEMENT

(to Prospectus dated August 8, 2014)

Expedia, Inc.

% Senior Notes due

We are offering _____ aggregate principal amount of our _____ % Senior Notes due _____ (the _____ notes _____). The notes will bear interest at a rate of _____ %. We will pay interest on the notes annually in arrears on _____ of each year, beginning on _____, 2016. The notes will mature on _____, 20____. The notes are being issued in connection with our proposed acquisition of all of the capital stock and other equity interests of Orbitz Worldwide, Inc., a Delaware corporation (_____ Orbitz _____), by means of the merger of one of our subsidiaries with and into Orbitz. This offering is expected to be part of the financing for the Orbitz acquisition, but it is not conditioned on the consummation of the Orbitz acquisition and we will not be required to redeem the notes if the Orbitz acquisition does not occur. For further details regarding the Orbitz acquisition, see _____ Summary _____ The Pending Orbitz Acquisition.

At our option, we may redeem all or part of the notes at any time or from time to time prior to their maturity at the applicable redemption price described under _____ Description of Notes _____ Optional Redemption. In addition, we may redeem the notes in whole but not in part, at any time at our option, in the event of certain developments affecting U.S. taxation. See _____ Description of Notes _____ Redemption for Tax Reasons. If we experience specific kinds of change of control

events, we must offer to purchase the notes.

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future unsecured and unsubordinated obligations. Certain of our subsidiaries will guarantee our obligations under the notes, including the payment of principal of, premium, if any, and interest on, and Additional Amounts (as defined below) with respect to, the notes. These guarantees of the notes will be senior unsecured obligations of the Subsidiary Guarantors (as defined below). The Subsidiary Guarantors include each of our subsidiaries which guarantee our existing 7.456% senior notes due 2018, 5.95% senior notes due 2020 and 4.500% senior notes due 2024 and that is either a borrower or guarantor in respect of our Revolving Credit Facility (as defined below). Additional subsidiaries will be required to guarantee the notes, and the guarantees of the Subsidiary Guarantors will terminate, in each case in the circumstances described under Description of Notes Guarantees.

The notes are a new issue of securities and there is currently no established public market for the notes. We intend to apply to have the notes listed on the New York Stock Exchange.

Investing in the notes involves risks. See the risks that are described in the Risk Factors section beginning on page S-12 of this prospectus supplement and any risk factors described in the documents we incorporate by reference.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

	Per Note	Total
Public offering price ⁽¹⁾	%	
Underwriting discounts and commissions	%	
Proceeds, before expenses, to us ⁽¹⁾	%	

(1) Plus accrued interest, if any, from _____, 2015.

The underwriters expect to deliver the notes on or about _____, 2015 only in book-entry form through the facilities of Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme, against payment therefor in immediately available funds.

Joint Book-Running Managers

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus and any free writing prospectus with respect to the offering filed with the Securities and Exchange Commission (the SEC). Neither we nor the underwriters have authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are not making an offer of these securities in any state or other jurisdiction where the offer is not permitted. You should assume that the information in this prospectus supplement, in the accompanying prospectus and in any free writing prospectus with respect to the offering filed with the SEC and the documents incorporated by reference is accurate only as of their respective dates regardless of its time of delivery or the time of any sales of the notes. Our business, financial condition, results of operations or cash flows may have changed since the date of this prospectus supplement.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the notes we are offering and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about debt securities that we may offer from time to time, some of which may not apply to the notes we are offering. You should read this prospectus supplement along with the accompanying prospectus, as well as the documents incorporated by reference. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

References herein to \$, U.S. dollars and dollars are to the lawful currency of the United States. References to euro are to the lawful currency of the member states of the European Monetary Union that have adopted or that adopt the single currency in accordance with the treaty establishing the European Community, as amended by the Treaty on European Union.

As used in this prospectus supplement, the terms Issuer and Company refer to Expedia, Inc., a Delaware corporation, and not to any of its subsidiaries; the term Subsidiary Guarantors refers to those subsidiaries of the Company that guarantee the notes; and Expedia, we, us and our refer to Expedia and its consolidated subsidiaries (including the Subsidiary Guarantors), in each case unless the context requires otherwise.

NOTICES TO PROSPECTIVE INVESTORS

Notice to Prospective Investors in the European Economic Area

This prospectus supplement and the accompanying prospectus have been prepared on the basis that any offer of the notes in any member state of the European Economic Area that has implemented the Prospectus Directive (each, a relevant member state) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that relevant member state, from the requirement to produce a prospectus for offers of the notes. Accordingly, any person making or intending to make any offer in that relevant member state of notes which are the subject of the offering contemplated by this prospectus supplement and the accompanying prospectus may only do so in circumstances in which no obligation arises for us or any of the underwriters to produce a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither we nor the underwriters have authorized, nor do we or they authorize, the making of any offer of the notes in circumstances in which an obligation arises for us or the underwriters to publish a prospectus for such offer. Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive), and includes any relevant implementing measure in the relevant member state and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

Notice to Prospective Investors in the United Kingdom

This prospectus supplement and the accompanying prospectus are only being distributed to, and are only directed at, persons in the United Kingdom that are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive and that are also (1) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (2) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (each such person being referred to as a relevant person). This prospectus supplement and the accompanying prospectus and their contents should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any person in the United Kingdom that is not a relevant person should not act or rely on this prospectus supplement and/or the accompanying prospectus or any of their contents.

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This prospectus supplement and the accompanying prospectus have not been approved for the purposes of Section 21 of the UK Financial Services and Markets Act 2000 (FSMA) by a person authorized under FSMA. This prospectus supplement and the accompanying prospectus are being distributed and communicated to persons in the United Kingdom only in circumstances in which Section 21(1) of FSMA does not apply to us.

The notes are not being offered or sold to any person in the United Kingdom except in circumstances which will not result in an offer of securities to the public in the United Kingdom within the meaning of Part VI of FSMA.

IN CONNECTION WITH THIS OFFERING, J.P. MORGAN SECURITIES PLC, AS STABILIZING MANAGER (OR ANY PERSON ACTING ON BEHALF OF THE STABILIZING MANAGER) MAY OVER-ALLOT THE NOTES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL, BUT IN DOING SO THE STABILIZING MANAGER SHALL ACT AS PRINCIPAL AND NOT AS AGENT FOR US AND ANY LOSS RESULTING FROM OVERALLOTMENT AND STABILIZATION SHALL BE BORNE, AND ANY PROFIT ARISING THEREFROM SHALL BE BENEFICIALLY RETAINED, BY THE STABILIZING MANAGER. HOWEVER, THERE IS NO ASSURANCE THAT THE STABILIZING MANAGER (OR PERSONS ACTING ON BEHALF OF THE STABILIZING MANAGER) WILL UNDERTAKE ANY STABILIZATION ACTION. ANY STABILIZATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE FINAL TERMS OF THE OFFER OF THE NOTES IS MADE, AND, IF BEGUN, MAY BE ENDED AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE NOTES. SUCH STABILIZATION SHALL BE CARRIED OUT IN ACCORDANCE WITH ALL APPLICABLE LAWS AND REGULATIONS. THE STABILIZING MANAGER MAY CONDUCT THESE TRANSACTIONS IN THE OVER-THE-COUNTER MARKET OR OTHERWISE. IF THE STABILIZING MANAGER COMMENCES ANY STABILIZATION ACTION, IT MAY DISCONTINUE THEM AT ANY TIME.

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WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-3 with respect to the securities offered hereby. This prospectus supplement does not contain all the information set forth in the registration statement, parts of which are omitted in accordance with the rules and regulations of the SEC. Please refer to the registration statement, as amended, for further information about us and the securities offered hereby.

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains our reports, proxy statements and other information regarding us at <http://www.sec.gov>. Our SEC filings are also available free of charge on our website at www.expediainc.com. **Our website and the information contained in it or connected to it shall not be deemed to be incorporated into this prospectus supplement or the registration statement of which this prospectus supplement forms a part and you should not rely on any such information in making your investment decision.**

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference in this prospectus supplement the information in other documents that we file with it, which means that we can disclose important information to you by referring you to those publicly filed documents. The information incorporated by reference is considered to be a part of this prospectus supplement, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus supplement or the accompanying prospectus. Except to the extent furnished and not filed with the SEC pursuant to Item 2.02 or Item 7.01 of Form 8-K or as otherwise permitted by the SEC rules, we incorporate by reference in this prospectus supplement the documents listed below and any future filings that the Company makes with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (File Number 000-51447) prior to the termination of the offering of securities under this prospectus supplement (excluding information deemed to be furnished and not filed with the SEC), which shall be deemed to be incorporated by reference and to be a part of this prospectus supplement from the respective dates of filing thereof:

Annual Report on Form 10-K for the year ended December 31, 2014 (including information specifically incorporated by reference into the Annual Report on Form 10-K from Expedia's definitive proxy statement filed on April 30, 2015),

Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015, and

Current Reports on Form 8-K filed on February 5, 2015 (with respect to Item 8.01 only), February 13, 2015, March 4, 2015, March 26, 2015, April 1, 2015, April 2, 2015, April 30, 2015 (with respect to Item 8.01 only) and May 22, 2015.

We will provide without charge to each person to whom a copy of this prospectus supplement has been delivered, upon written or oral request, a copy of any or all of the documents we incorporate by reference in this prospectus supplement, other than any exhibit to any of those documents, unless we have specifically incorporated that exhibit by reference into the information this prospectus supplement incorporates. You may request copies by writing or

telephoning us at the following:

Expedia, Inc.

333 108th Avenue N.E.

Bellevue, WA 98004

Attn: Investor Relations Department

(425) 679-3759

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INDUSTRY AND MARKET DATA

This prospectus supplement and the accompanying prospectus, and any document incorporated by reference into this prospectus supplement and the accompanying prospectus, may include industry and trade association data, forecasts and information that we have prepared based, in part, upon data, forecasts and information obtained from independent trade associations, industry publications and surveys and other information available to us. Some data are also based on our good-faith estimates, which are derived from management's knowledge of the industry and independent sources. Industry publications and surveys and forecasts generally state that the information contained in these materials has been obtained from sources believed to be reliable. Although we believe these sources are reliable, we have not independently verified the information. In certain of the markets in which we operate, it may be difficult to directly ascertain industry or market data. Unless otherwise noted, statements as to our market share and market position are approximated and based on management experience and estimates using the above-mentioned third-party data combined with our internal analysis and estimates. While we are not aware of any misstatements regarding our industry data presented in the applicable documents, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading "Risk Factors" in this prospectus supplement and the accompanying prospectus, as well as the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. Similarly, while we believe our internal research is reliable, such research has not been verified by any independent sources.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus supplement contains, and the accompanying prospectus and any free writing prospectus and documents incorporated by reference in this prospectus supplement or the accompanying prospectus may contain, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect the views of our management regarding current expectations and projections about future events and are based on currently available information. The use of words such as anticipates, estimates, expects, intends, plans, and believes, among others, generally identifies forward-looking statements. However, these words are not the exclusive means of identifying such statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements and may include statements relating to future revenues, expenses, margins, profitability, net income/(loss), earnings per share and other measures of results of operations and the prospects for future growth of our business. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

Actual results and the timing and outcome of events may differ materially from those expressed or implied in these forward-looking statements for a variety of reasons, including, but not limited to: an increasingly competitive global environment; risks related to our dynamic industry; changes in search engine algorithms and dynamics or other traffic-generating arrangements; our failure to maintain and expand our relationships and contractual agreements with travel suppliers or travel distribution partners; our failure to maintain and expand our brand awareness or increased costs to do so; our failure to invest in and adapt to technological developments or industry trends; risks related to our acquisitions, investments or significant commercial arrangements; risks relating to our operations in international markets, including China; our failure to comply with current laws, rules and regulations, or changes to such laws, rules and regulations; application of existing tax laws, rules or regulations; amendment to existing tax laws, rules or regulations or enactment of new unfavorable tax laws, rules or regulations; adverse outcomes in legal proceedings to which we are a party; declines or disruptions in the travel industry; payments-related and fraud risks; fluctuations in foreign exchange rates; volatility in our stock price; liquidity constraints or our inability to access the capital markets when necessary or desirable; system interruption, security breaches or lack of redundancy in our information systems; our failure to comply with governmental regulation and other legal obligations related to our processing, storage and use of personal information, payment card information and other consumer data; failure to retain or motivate key personnel or hire, retain and motivate qualified personnel, including senior management; changes in control of the Company; management and director conflicts of interest; risks related to actions taken by our business partners and third party service providers, including failure to comply with our requirements or standards or the requirements or standards of governmental authorities, or any cessation of their operations; risks related to the failure of counterparties to perform on financial obligations; risks related to our long-term indebtedness; our inability to effectively operate our businesses due to restrictive covenants in the agreements governing our indebtedness; our failure to protect our intellectual property or proprietary information from copying or use by others, including potential competitors; and other risks detailed in the Company's public filings with the SEC, including its annual report on Form 10-K for the year ended December 31, 2014 and subsequent Forms 10-Q.

Other unknown or unpredictable factors also could have a material adverse effect on our business, financial condition and results of operations. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this prospectus supplement and the accompanying prospectus and any free writing prospectus and documents incorporated by reference in this prospectus supplement or the accompanying prospectus may not in fact occur. Accordingly, you should not place undue reliance on those statements. Except as required by law, we undertake no obligation, and do not intend, to publicly update or revise any forward-looking statement or other statement in this prospectus supplement and the accompanying prospectus and any free writing prospectus and documents incorporated by reference in this prospectus supplement or the accompanying prospectus,

whether as a result of new information, future events or otherwise, even if experience or future events make it clear that any expected results express or implied by these forward-looking statement will not be realized.

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The following summary highlights information contained elsewhere in this prospectus supplement and the documents we incorporate by reference and is qualified in its entirety by the more detailed information and consolidated financial statements included elsewhere in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference. This summary is not complete and may not contain all of the information that may be important to you. You should carefully read the entire prospectus, including the Risk Factors section and our consolidated financial statements and notes to those statements, before making an investment decision.

Our Company

Expedia, Inc. is an online travel company, empowering business and leisure travelers through technology with the tools and information they need to efficiently research, plan, book and experience travel. We seek to grow our business through a dynamic portfolio of travel brands, including our majority-owned subsidiaries that feature the world's broadest supply portfolio including approximately 510,000 properties in more than 200 countries, over 400 airlines, approximately 5.5 million packages sold in the twelve month period ending March 31, 2015, rental cars, cruises, as well as destination services and activities. Travel suppliers distribute and market products via our traditional desktop offerings, as well as through alternative distribution channels including mobile and social media, our private label business and our call centers in order to reach our extensive, global audience. For the quarter ended March 31, 2015, more than one in four room nights were booked on a mobile device and more than fifty percent of mobile bookings via Brand Expedia on a mobile phone and Hotels.com on a mobile device were completed within two days of travel. In addition, our advertising and media businesses help other businesses, primarily travel providers, reach a large audience of travelers around the globe.

Expedia is one of the world's largest online travel companies, yet our gross bookings represent only about 4% of total worldwide travel spending. As of March 31, 2015, our share of the travel market in the United States (including Canada) was 9%, and for the regions of Europe, the Middle East and Africa (EMEA), Asia Pacific and Latin America, 3%, 2% and 1%, respectively. For the twelve month period ending March 31, 2015, our total revenue for all products was \$5.9 billion, of which 70% was attributable to our hotel product, yet this only accounted for approximately 7% of the total U.S. hotel room nights share. We believe by deepening and expanding our global reach and selection of travel products, we are able to diversify our revenue mix and be poised for business growth. For the twelve month period ending March 31, 2015, our revenue mix was 47% international and 53% domestic and our product mix consisted of 70% hotels, 14% car, cruise and other, and 8% for both air and advertising and media. During the twelve months ended March 31, 2015, our travelers, located in more than 70 countries, performed more than five billion flight searches on our websites.

Our portfolio of brands, which we describe below, includes: Expedia.com[®], a leading full service online travel agency with localized sites in 31 countries; Hotels.com[®], a hotel specialist with localized sites in 68 countries; Hotwire.com[®], a leading discount travel site that offers opaque deals in 12 countries throughout North America, Europe and Asia; Travelocity[®], a pioneer in online travel and a leading online travel agency in the United States and Canada; Egencia[®], the world's fifth largest corporate travel management company; Venere.com, an online hotel reservation specialist in Europe; trivago GmbH (trivago), a leading online hotel metasearch company with sites in more than 50 countries; Wotif.com Holdings Limited (Wotif Group), a leading operator of travel brands in the Asia-Pacific region, including Wotif.com[®], lastminute.com.au[®], travel.com.au, Asia Web Direct[®], LateStays.com and GoDo.com.au; Expedia Local Expert[®] (LX), a provider of online and in-market concierge services, activities, experiences, and ground transportation in hundreds of destinations worldwide; Classic Vacations[®], a top luxury travel specialist; Expedia[®] CruiseShipCenters[®], a provider of exceptional value and expert advice for travelers booking cruises and vacations through its network of 180 franchise locations across North America; CarRentals.com, the premier car rental booking

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the web; and Expedia® Affiliate Network (EAN), which powers bookings for some of the world's leading airlines and hotels, top consumer brands, high traffic websites, and thousands of active affiliates.

Portfolio of Brands

Expedia operates a strong brand portfolio with global reach, targeting a broad range of travelers, travel suppliers and advertisers. We know that consumers typically visit multiple travel sites prior to booking travel, and having a multi-brand strategy increases the likelihood that those consumers will visit one or more of our sites. We also market to consumers through a variety of channels, including internet search and metasearch sites, and having multiple brands appear in search results also increases the likelihood of attracting visitors. Our brands tailor their product offerings and websites to particular traveler demographics. For example, Hotwire finds deep discount deals for the budget-minded travel shopper while our Classic Vacations brand targets high-end, luxury travelers. Brand Expedia spans the widest swath of potential customers with travel options across a broad value spectrum, while our Hotels.com brand focuses specifically on a hotel only product offering.

Brand Expedia. As the largest full-service online travel brand in the world, our Expedia-branded websites, including Expedia.com in the United States, make a large variety of travel products and services available directly to travelers through websites in 31 countries across the globe. Brand Expedia serves many different types of travelers, from families booking a summer vacation to individual travelers arranging a quick weekend getaway, as well as unmanaged business travelers. Travelers can search for, compare information about (including pricing, availability and verified traveler reviews) and book travel products and services on Expedia-branded websites and mobile apps, including airline tickets, lodging, car rentals, cruises, insurance and many local expert services such as airport transfers, local attractions, activities and tours from a large number of suppliers, on both a stand-alone and package basis. In the Asia Pacific region, under a joint venture launched on July 1, 2011, Brand Expedia partners with low-cost airline AirAsia allowing Expedia sites to be the only official third party online distribution channel for AirAsia content. In March 2015, Expedia acquired a controlling interest in the former joint venture with AirAsia, a low cost carrier serving the Asia-Pacific region, as a result of the purchase of an additional 25% equity interest in the joint venture we formed with them in July 2011. This investment increased our total ownership in the venture to 75% and we consider this business to be a key part of our Asia Pacific strategy. Following the close of the transaction in March 2015, the financial results of the AirAsia-Expedia venture are included in Expedia's consolidated financial statements.

Hotels.com Worldwide. Hotels.com is focused entirely on marketing and distributing hotel rooms. Hotels.com, with 89 localized sites worldwide and market leading mobile apps on all major platforms, offers travelers a broad selection of hotel properties. Because of its single product offering, Hotels.com is often our first entry point into a region allowing us to evaluate the market opportunity prior to adding additional brands and product offerings. Welcome Rewards®, the Hotels.com loyalty program, established in 2008, offers travelers the ability to earn one free night for every ten nights stayed.

Hotwire.com. Hotwire offers a travel booking service that matches flexible, price-sensitive travelers with suppliers who have excess seats, rooms and cars they offer at lower rates than retail. Many of these deals are presented opaquely where the brand of the travel supplier is not revealed until after the customer books. Hotwire travelers may enjoy significant discounts by electing to book travel services without knowing certain itinerary details such as brand and exact hotel location, while suppliers create value from excess availability without diluting their core, brand-loyal traveler base. Through its U.S. and international sites, Hotwire partners with leading hotel companies worldwide, brand-name domestic and international airlines, and major car rental companies in the United States.

Travelocity. After entering into an exclusive, long-term strategic marketing agreement with Travelocity during the third quarter of 2013, under which Brand Expedia powered the technology platform, supply and

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customer service for Travelocity's existing websites in the United States and Canada, in January 2015, Expedia, Inc. acquired the Travelocity brand and associated assets from Sabre Corporation and terminated the strategic marketing and other related agreements.

Egencia. Our full-service travel management company offers travel products and services to corporations and corporate travelers. Egencia maintains a global presence in 65 countries across North America, Europe and Asia Pacific. Egencia provides, among other things, local telephone assistance with expert travel consultants, centralized online and mobile booking tools for employees of its corporate customers, unique supply targeted at business travelers, and consolidated reporting for global, large and SME (small and medium size enterprise) business segments. Egencia charges its corporate clients account management fees, as well as transactional fees for making or changing bookings. In addition, Egencia provides on-site agents to some corporate clients to more fully support the account. Egencia also offers consulting and meeting management services. We believe the corporate travel sector represents a significant opportunity for Expedia through Egencia's compelling technology solution for businesses seeking to optimize travel costs and improve employees' travel experiences by moving the focus of the corporate travel program to online and mobile services versus the traditional call center approach.

Venere. The Venere website, www.venere.com, lists hotel properties in hundreds of locations around the world and provides hotel partners with geographically diverse sources of demand.

trivago. trivago is our majority-owned hotel metasearch company, based in Dusseldorf, Germany, featuring price comparison from more than 700,000 hotels. Officially launched in 2005, trivago is one of the best known travel brands in Europe and is expanding globally with sites in more than 50 countries.

Wotif Group. In November 2014, Expedia, Inc. completed the acquisition of Wotif Group, a leading Australian online travel company. With the migration of the Wotif.com website to the Company's technology platforms being substantially completed, it can now offer expanded hotel choices for Wotif.com consumers.

Expedia Local Expert. Our Expedia Local Expert network offers online and in-market concierge services, activities, experiences, attractions and ground transportation. With access to a rich portfolio of thousands of tours and adventures, LX can be found on 27 Expedia-branded websites, and operates more than 100 concierge and activity desks in major resort destinations.

Classic Vacations. Classic Vacations offers individually tailored vacations primarily through a national network of third-party retail travel agents. Classic Vacations delivers a full line of premium vacation packages—air, hotels, car rentals, activities, cruises and private transportation—to create customized luxury vacations in Hawaii, the Caribbean, Mexico, Costa Rica, Europe, Australia, New Zealand, Fiji, Maldives, Dubai, Seychelles and Tahiti. Travel agents and travelers can preview our product offering through our websites, www.classicforagents.com and www.classicvacations.com.

Expedia CruiseShipCenters. Expedia CruiseShipCenters is a leading seller of cruises and vacations. The franchise company has 180 retail locations across North America, a team of nearly 4,000 professionally-trained vacation consultants and a searchable online database of more than 200,000 staterooms.

CarRentals.com. CarRentals.com is an online car rental marketing and retail firm offering a diverse selection of car rentals direct to consumers. Following the Company's acquisition of Auto Escape Group, one of Europe's leading online car rental reservation companies, in July 2014, the Auto Escape Group joined with the CarRentals.com brand. With CarRentals.com's international expansion, it is able to provide our customers more choices across the globe and help our supply partners expand their marketing reach.

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Expedia Affiliate Network. Our private label, business-to-business brand Expedia Affiliate Network makes hotel services available to travelers through third-party company-branded websites, including some of the leading regional online travel companies and airline suppliers. EAN offers an Application Programming Interface and template solution and generally compensates partners on a revenue or gross profit-share basis.

Company Information

Expedia is a Delaware corporation. The mailing address of our principal executive offices is 333 108th Avenue N.E., Bellevue, WA 98004, and our telephone number at that location is (425) 679-7200.

The Guarantors

The following direct and indirect subsidiaries of Expedia will be the initial guarantors of the notes:

CarRentals.com, Inc.

Classic Vacations, LLC

Cruise, LLC

EAN.com, LP

Egencia LLC

Expedia, Inc. (a Washington corporation)

Hotels.com, L.P.

Hotels.com GP, LLC

Hotwire, Inc.

HRN 99 Holdings, LLC

Interactive Affiliate Network, LLC

Travelscape, LLC

WWTE, Inc.

The Pending Orbitz Acquisition

On February 12, 2015, the Issuer, Orbitz, and Xeta, Inc., a Delaware corporation and an indirect wholly owned subsidiary of the Issuer (Merger Sub), entered into an Agreement and Plan of Merger (the Merger Agreement). The Merger Agreement provides, among other things and subject to the terms and conditions set forth therein, that Merger Sub will be merged with and into Orbitz (the Merger), with Orbitz surviving the Merger as an indirect wholly owned subsidiary of the Issuer (the Orbitz acquisition). At the effective time of the Merger (the Effective Time), each share of common stock of Orbitz outstanding immediately prior to the Effective Time (other than any shares owned by Orbitz, the Issuer, Merger Sub or Merger Sub's direct parent or any dissenting shares) will be automatically converted into the right to receive \$12.00 in cash, without interest. On May 27, 2015, Orbitz stockholders approved the Merger Agreement as required by Delaware law. The closing of the Merger is subject to various customary conditions, including the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and other regulatory clearances, the absence of any governmental order prohibiting the consummation of the transactions contemplated by the Merger Agreement, the accuracy of the representations and warranties contained in the Merger Agreement (subject to certain materiality qualifications) and compliance with the covenants and agreements in the Merger Agreement in all material respects. The Merger Agreement contains

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certain termination rights, including the right of Orbitz to terminate the Merger Agreement to accept a superior proposal (subject to compliance with certain notice and other requirements). The Merger Agreement provides that, in connection with the termination of the Merger Agreement by Orbitz or the Issuer under specified circumstances, Orbitz will be required to pay to the Issuer a termination fee of \$57.5 million. If the Merger Agreement is terminated as a result of the failure to obtain competition law approvals or a legal prohibition related to competition law matters, a termination fee of \$115 million will be payable by the Issuer to Orbitz, subject to certain limitations. In addition, subject to certain exceptions and limitations, Orbitz or the Issuer may terminate the Merger Agreement if the Merger is not consummated by August 12, 2015 (or as such date may be extended pursuant to the terms of the Merger Agreement). On March 25, 2015, Expedia and Orbitz announced that they had each received a request for additional information and documentary material from the U.S. Department of Justice in connection with its review of the Orbitz acquisition.

Recent Developments

Pursuant to a Share Purchase Agreement entered into on May 22, 2015, Expedia sold its 62.4% majority stake in eLong, Inc. (eLong) to China-based purchasers, C-Travel International Limited, a wholly owned subsidiary of Ctrip.com International, Ltd. (Ctrip), Keystone Lodging Holdings Limited, Plateno Group Limited and Luxuriant Holdings Limited, for a total purchase price of approximately \$671 million. The transaction was closed simultaneously with the execution of the Share Purchase Agreement on May 22, 2015. As part of the transaction, Expedia and Ctrip have entered into a commercial agreement to allow their respective customers to benefit from certain travel product offerings for specific geographic markets. eLong accounted for approximately \$33.6 million, or 2.4%, of our total consolidated revenue for the three months ended March 31, 2015. All figures and financial results set forth in this prospectus supplement include amounts attributable to eLong.

On May 26, 2015, our Chairman and Senior Executive exercised certain options to purchase shares of our common stock. In connection with the net settlement of such options, we made required tax payments of approximately \$87 million.

Table of Contents**The Offering**

Issuer	Expedia, Inc., a Delaware corporation.
Guarantees	<p>The notes will be unconditionally guaranteed by the Subsidiary Guarantors, which include each of our subsidiaries which guarantee our existing 7.456% senior notes due 2018, 5.95% senior notes due 2020 and 4.500% senior notes due 2024 and that is either a borrower or guarantor under the Amended and Restated Credit Agreement, dated as of September 5, 2014, among the Issuer and certain of its subsidiaries, as borrowers, the lenders party thereto, JPMorgan Chase Bank N.A., as administrative agent, and J.P. Morgan Europe Limited, as London agent (as amended, supplemented, modified or replaced, the Revolving Credit Facility). Additional subsidiaries will be required to guarantee the notes, and the guarantees of the Subsidiary Guarantors with respect to the notes will terminate, in each case in the circumstances set forth under Description of Notes Guarantees. As set forth in the Guarantor and Non-Guarantor Supplemental Financial Information notes in our financial statements incorporated by reference in this prospectus supplement, as of March 31, 2015, the Subsidiary Guarantors accounted for approximately \$7.9 billion, or 78%, of our total consolidated assets, which excludes amounts due from the Issuer or the subsidiaries that are not Subsidiary Guarantors. The Subsidiary Guarantors also accounted for approximately \$4.5 billion, or 78%, and approximately \$1.1 billion, or 78%, of our total consolidated revenue for the year ended December 31, 2014, and three months ended March 31, 2015, respectively.</p>
Notes Offered	aggregate principal amount of % Senior Notes due 20 .
Maturity	The notes will mature on , 20 .
Interest	The notes will accrue interest at % per annum, payable annually in arrears on of each year, beginning on , 2016.
Currency of Payment	Payments of principal, premium, if any, interest and Additional Amounts (as defined below), if any, in respect of the notes will be payable in euro. If euro are unavailable to us due to the imposition of exchange controls or other circumstances beyond our control (including the dissolution of the euro) or if the euro is no longer being used by the then member states of the European Monetary Union that have adopted the euro as their currency or for the settlement of transactions by public institutions of or

within the international banking community, then all payments in respect of the notes will be made in U.S. dollars until the euro is again available to us or so used.

Ranking

The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future unsubordinated and unsecured obligations. So long as the guarantees are in effect, each Subsidiary Guarantor's guarantee will be the senior

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unsecured obligation of such Subsidiary Guarantor and will rank equally in right of payment with all of such Subsidiary Guarantor's existing and future unsubordinated and unsecured obligations.

Optional Redemption by Expedia

We may redeem the notes, in whole or in part, at any time or from time to time, prior to _____, 20____ (the date that is three months prior to the maturity date of the notes), at a specified make-whole premium described under the heading Description of Notes Optional Redemption. On or after _____, 20____ (the date that is three months prior to the maturity date of the notes), the notes will be redeemable, in whole or in part, at our option at any time and from time to time, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to but excluding the redemption date.

Additional Amounts

Subject to certain exceptions, we will pay to beneficial owners of notes who are non-U.S. persons Additional Amounts in the event that withholding or deduction for certain U.S. taxes is required with respect to payments on the notes as described under Description of Notes Additional Amounts. Any Additional Amounts will be paid in euro.

Redemption for Tax Reasons

We may redeem the notes at our option, in whole but not in part, at a redemption price equal to 100% of the principal amount of the notes, together with any accrued and unpaid interest on the notes to be redeemed to, but excluding, the redemption date, at any time, in the event of certain changes affecting U.S. tax laws as described under Description of Notes Redemption for Tax Reasons.

Change of Control

Upon the occurrence of a Change of Control Triggering Event (as defined in this prospectus supplement), each holder of notes will have the right to require us to repurchase such holder's notes, in whole or in part, at a purchase price in cash equal to 101% of the principal amount thereof, plus any accrued and unpaid interest to the date of purchase. See Description of Notes Change of Control.

Certain Covenants

The indenture that will govern the notes (the indenture) contains covenants limiting our ability and our subsidiaries' ability to:

create certain liens,

enter into sale and lease-back transactions, and

consolidate or merge with, or convey, transfer or lease all or substantially all our assets to, another person.

However, each of these covenants is subject to certain exceptions. You should read [Description of Notes Covenants](#) for a description of these covenants.

Form and Denominations

We will issue the notes in fully registered form in denominations of 100,000 and integral multiples of 1,000 in excess thereof. Each of the notes will be represented by one or more global securities

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deposited with a common depository and registered in the name of a nominee of the common depository. Beneficial interests in the notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in Clearstream Banking, société anonyme, or Euroclear Bank S.A./N.V. Except under limited circumstances, we will not issue certificated notes.

Further Issuances

We may create and issue additional notes having the same terms as, and ranking equally and ratably with, the notes initially offered in this offering in all respects (or in all respects except for the date of issuance, issue price, the initial interest accrual date and amount of interest payable on the first payment date applicable thereto). These additional notes will be treated as a single class with the notes, including for purposes of waivers, amendments and redemptions, subject to certain limited exceptions.

Use of Proceeds

We expect to use the net proceeds of this offering to fund a portion of the cash consideration payable in connection with the Orbitz acquisition and for other general corporate purposes, including, without limitation, to fund other potential future acquisitions by the Company or any of its subsidiaries. General corporate purposes may also include, without limitation, dividends, stock repurchases, repayment of debt, investments, additions to working capital, capital expenditures and advances to or investments in our subsidiaries. Net proceeds may be temporarily invested prior to use. This offering is not conditioned on the consummation of the Orbitz acquisition and we will not be required to redeem the notes if the Orbitz acquisition does not occur.

Listing and Trading

The notes are a new issue of securities and there is currently no established public market for the notes. We intend to file an application to list the notes on The New York Stock Exchange (NYSE), but the NYSE may not accept the notes for listing. Even if the notes are approved for listing by the NYSE, an active trading market on the NYSE for the notes may not develop. We will have no obligation to maintain such listing, and we may delist the notes at any time. The underwriters have advised us that they currently intend to make a market in the notes prior to the commencement of any trading on the NYSE. However, they are not obligated to do so, and any market-making activities with respect to the notes may be discontinued at any time without notice. As a result, a liquid market for the notes may not be available if you try to sell your notes. See Risk Factors Risks Related to an Investment in the Notes and this Offering Your ability to transfer the notes may be limited by the absence of an active trading market and there is no assurance that any active trading market will develop for the notes.

Risk Factors

You should carefully read and consider the information set forth under Risk Factors beginning on page S-10 of this prospectus supplement and any risk factors described in the documents we

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incorporate by reference, as well as all the other information set forth in this prospectus supplement, the accompanying prospectus and in the documents we incorporate by reference, before investing in the notes.

Governing Law

The indenture is, and the notes will be, governed by, and construed in accordance with, the laws of the State of New York.

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The following table sets forth certain of our historical financial data. Our financial statements present our results of operations, financial position, cash flows and stockholders' equity on a consolidated basis. The consolidated statements of operations data for the years ended December 31, 2012, 2013 and 2014 and the consolidated balance sheet data as of December 31, 2013 and 2014 have been derived from our audited consolidated financial statements, which are incorporated by reference in this prospectus supplement. The consolidated balance sheet data as of December 31, 2012 was derived from previously filed audited financial statements. The consolidated statements of operations data for the three months ended March 31, 2014 and 2015 and the consolidated balance sheet data as of March 31, 2015 have been derived from our unaudited consolidated financial statements incorporated by reference in this prospectus supplement. The consolidated balance sheet data as of March 31, 2014 was derived from previously filed unaudited consolidated financial statements. The unaudited consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial reporting. We have included all adjustments necessary for a fair presentation of the results of the interim period. These adjustments consist of normal recurring items. Our interim unaudited consolidated financial statements are not necessarily indicative of results that may be expected for any other interim period or for the full year.

You should read the following information in conjunction with the information under the caption "Risk Factors" contained in this prospectus supplement and incorporated by reference into this prospectus supplement from our Annual Report on Form 10-K for the year ended December 31, 2014, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements in our Annual Report on Form 10-K for the year ended December 31, 2014, and in our Quarterly Report on Form 10-Q for the period ended March 31, 2015, each of which we have incorporated by reference in this prospectus supplement.

	Year Ended December 31,			Three Months Ended March 31,	
	2014	2013	2012	2015	2014
	(in thousands)				
Consolidated statements of operations data:					
Revenue	\$ 5,763,485	\$ 4,771,259	\$ 4,030,347	\$ 1,373,397	\$ 1,200,371
Operating income (loss)	517,764	366,060	431,724	(51,001)	(2,998)
Net income (loss)	372,950	216,358	280,440	32,561	(19,804)
Net income (loss) attributable to Expedia, Inc.	398,097	232,850	280,171	44,143	(14,304)
Consolidated balance sheet data (at period end):					
Working deficit ⁽¹⁾	\$ (1,262,126)	\$ (1,075,094)	\$ (367,809)	\$ (1,896,721)	\$ (1,134,301)
Total assets	9,020,538	7,739,481	7,132,746	10,135,088	8,888,377
Total stockholders' equity	1,893,729	2,258,985	2,389,388	1,828,996	2,105,934
Other financial data:					
Ratio of earnings to fixed charges ⁽²⁾	4.80x	3.77x	4.33x	1.90x	0.31x
Free cash flow ⁽³⁾	\$ 1,038,572	\$ 454,619	\$ 1,001,485	\$ 948,414	\$ 896,689

(1) Represents current assets minus current liabilities.

(2)

Earnings included in the calculation of this ratio consist of income from continuing operations before income taxes plus fixed charges. Fixed charges include interest expense as well as an imputed interest component of rental expense.

- (3) We present Free Cash Flow, which is a supplemental measure to GAAP and is defined by the SEC as a non-GAAP financial measure. This non-GAAP measure should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP. This non-GAAP financial measure used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies.

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Free Cash Flow is defined as net cash provided by operating activities less capital expenditures. Management believes Free Cash Flow is useful to investors because it represents the operating cash flow that our operating businesses generate, less capital expenditures but before taking into account other cash movements that are not directly tied to the core operations of our businesses, such as financing activities, foreign exchange or certain investing activities. Free Cash Flow has certain limitations in that it does not represent the total increase or decrease in the cash balance for the period, nor does it represent the residual cash flow for discretionary expenditures. Therefore, it is important to evaluate Free Cash Flow along with the consolidated statements of cash flows. Following is a reconciliation from net cash provided by operating activities to Free Cash Flow:

	Year Ended December 31,	Three Months Ended March 31,		
	2014	2013	2012	2015