

Edgar Filing: EXPEDIA INC - Form SC 13D/A

EXPEDIA INC  
Form SC 13D/A  
November 25, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. 3)

EXPEDIA, INC.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

30212510  
(CUSIP Number)

Carla S. Newell  
c/o Technology Crossover Ventures  
528 Ramona Street  
Palo Alto, California 94301  
(650) 614-8200  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

COPY TO:

Eleanor Cornish, Esq.  
Gunderson Dettmer Strough Villeneuve Franklin & Hachigian LLP  
610 Lincoln Street  
Waltham, MA 02451  
(781) 795-3554

November 18, 2002  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

-----  
(1) Name of Reporting Person

TCV IV, L.P.

-----  
(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

-----  
(3) SEC Use Only

-----  
(4) Source of Funds

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AF, OO

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]

(6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With

(7) Sole Voting Power  
3,195,796 SHARES OF COMMON STOCK (A)

(8) Shared Voting Power  
-0- SHARES OF COMMON STOCK

(9) Sole Dispositive Power  
3,195,796 SHARES OF COMMON STOCK (A)

(10) Shared Dispositive Power  
-0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
3,195,796 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares

[X]

(13) Percent of Class Represented by Amount in Row (11)  
13.65%

(14) Type of Reporting Person

PN

(A) Please see Item 5. Includes warrants exercisable into 654,008 shares of common stock.

(1) Name of Reporting Person

TCV IV STRATEGIC PARTNERS, L.P.

(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Source of Funds

AF, OO

(5) Check Box if Disclosure of Legal Proceedings

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is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power 119,164 SHARES OF COMMON STOCK (A)
	(8)	Shared Voting Power -0- SHARES OF COMMON STOCK
	(9)	Sole Dispositive Power 119,164 SHARES OF COMMON STOCK (A)
	(10)	Shared Dispositive Power -0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

119,164 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares

[X]

(13) Percent of Class Represented by Amount in Row (11)

Less than 1%

(14) Type of Reporting Person

PN

(A) Please see Item 5. Includes warrants exercisable into 24,386 shares of common stock.

(1) Name of Reporting Person

TECHNOLOGY CROSSOVER MANAGEMENT IV, L.L.C.

(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Source of Funds

AF, OO

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

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DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power 3,314,960 SHARES OF COMMON STOCK (A)
	(8)	Shared Voting Power -0- SHARES OF COMMON STOCK
	(9)	Sole Dispositive Power 3,314,960 SHARES OF COMMON STOCK (A)
	(10)	Shared Dispositive Power -0- SHARES OF COMMON STOCK
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person 3,314,960 SHARES OF COMMON STOCK (A)	
(12)	Check Box if Aggregate Amount in Row (11) Excludes Certain Shares  [ ]	
(13)	Percent of Class Represented by Amount in Row (11) 14.16%	
(14)	Type of Reporting Person OO	

(A) Please see Item 5. Includes warrants exercisable into 678,394 shares of common stock.

(1)	Name of Reporting Person TCV III (GP)		
(2)	Check the Appropriate Box if a Member of a Group	(a)	[ ]
		(b)	[X]
(3)	SEC Use Only		
(4)	Source of Funds AF, OO		
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		
(6)	Citizenship or Place of Organization DELAWARE		

Number of Shares	(7)	Sole Voting Power 3,346 SHARES OF COMMON STOCK (A)
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Beneficially Owned by Each Reporting Person With (8) Shared Voting Power  
-0- SHARES OF COMMON STOCK

---

(9) Sole Dispositive Power  
3,346 SHARES OF COMMON STOCK (A)

---

(10) Shared Dispositive Power  
-0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
3,346 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares  
[X]

(13) Percent of Class Represented by Amount in Row (11)  
Less than 1%

(14) Type of Reporting Person  
PN

(A) Please see Item 5. Includes warrants exercisable into 701 shares of common stock.

(1) Name of Reporting Person  
TCV III, L.P.

(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Source of Funds  
AF, OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)  
[ ]

(6) Citizenship or Place of Organization  
DELAWARE

(7) Sole Voting Power  
15,897 SHARES OF COMMON STOCK (A)

Number of Shares Beneficially Owned by Each Reporting Person With (8) Shared Voting Power  
-0- SHARES OF COMMON STOCK

(9) Sole Dispositive Power  
15,897 SHARES OF COMMON STOCK (A)

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(10) Shared Dispositive Power  
-0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
15,897 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares  
[X]

(13) Percent of Class Represented by Amount in Row (11)  
Less than 1%

(14) Type of Reporting Person  
PN

(A) Please see Item 5. Includes warrants exercisable into 3,333 shares of common stock.

(1) Name of Reporting Person  
TCV III (Q), L.P.

(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Source of Funds  
AF, OO

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]

(6) Citizenship or Place of Organization  
DELAWARE

(7) Sole Voting Power  
422,500 SHARES OF COMMON STOCK (A)

(8) Shared Voting Power  
-0- SHARES OF COMMON STOCK

(9) Sole Dispositive Power  
422,500 SHARES OF COMMON STOCK (A)

(10) Shared Dispositive Power  
-0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

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422,500 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares

[X]

(13) Percent of Class Represented by Amount in Row (11)

1.80%

(14) Type of Reporting Person

PN

(A) Please see Item 5. Includes warrants exercisable into 88,578 shares of common stock.

(1) Name of Reporting Person

TCV III STRATEGIC PARTNERS, L.P.

(2) Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [X]

(3) SEC Use Only

(4) Source of Funds

AF, OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

[ ]

(6) Citizenship or Place of Organization

DELAWARE

(7) Sole Voting Power  
Number of Shares Beneficially Owned by Each Reporting Person With 19,133 SHARES OF COMMON STOCK (A)

(8) Shared Voting Power  
-0- SHARES OF COMMON STOCK

(9) Sole Dispositive Power  
19,133 SHARES OF COMMON STOCK (A)

(10) Shared Dispositive Power  
-0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

19,133 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares

[X]

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(13) Percent of Class Represented by Amount in Row (11)

Less than 1%

(14) Type of Reporting Person

PN

(A) Please see Item 5. Includes warrants exercisable into 4,011 shares of common stock.

(1) Name of Reporting Person

TECHNOLOGY CROSSOVER MANAGEMENT III, L.L.C.

(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Source of Funds

AF, OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

(6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power 460,876 SHARES OF COMMON STOCK (A)
	(8)	Shared Voting Power -0- SHARES OF COMMON STOCK
	(9)	Sole Dispositive Power 460,876 SHARES OF COMMON STOCK (A)
	(10)	Shared Dispositive Power -0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

460,876 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares

[ ]

(13) Percent of Class Represented by Amount in Row (11)

1.97%



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(14) Type of Reporting Person

OO

(A) Please see Item 5. Includes warrants exercisable into 96,623 shares of common stock.

(1) Name of Reporting Person

JAY C. HOAG

(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Source of Funds

AF, OO

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]

(6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power -0- SHARES OF COMMON STOCK (A)
	(8)	Shared Voting Power 3,802,435 SHARES OF COMMON STOCK
	(9)	Sole Dispositive Power 3,802,435 SHARES OF COMMON STOCK (A)
	(10)	Shared Dispositive Power -0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

3,802,435 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares [ ]

(13) Percent of Class Represented by Amount in Row (11)

16.24%

(14) Type of Reporting Person

IN

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(A) Please see Item 5. Includes options which can be immediately exercised into 20,000 shares of common stock and warrants which can be immediately exercised into 777,897 shares of common stock. Also includes 3,719 shares held of record by the Reporting Person's family trust of which Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

-----

(1) Name of Reporting Person  
RICHARD H. KIMBALL

-----

(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

-----

(3) SEC Use Only

-----

(4) Source of Funds  
AF, OO

-----

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]

-----

(6) Citizenship or Place of Organization  
DELAWARE

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Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power -0- SHARES OF COMMON STOCK (A)
	(8) Shared Voting Power 3,779,953 SHARES OF COMMON STOCK
	(9) Sole Dispositive Power 3,779,953 SHARES OF COMMON STOCK (A)
	(10) Shared Dispositive Power -0- SHARES OF COMMON STOCK

-----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
3,779,953 SHARES OF COMMON STOCK (A)

-----

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares [ ]

-----

(13) Percent of Class Represented by Amount in Row (11)  
16.14%

-----

(14) Type of Reporting Person  
IN

-----

(A) Please see Item 5. Includes warrants exercisable into 775,017 shares of

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common stock. Also includes 4,117 shares held of record by the Reporting Person's family trust of which Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

### ITEM 1. SECURITY AND ISSUER.

This statement relates to shares of common stock, par value \$0.01 per share (the "Common Stock"), of Expedia, Inc., a Washington corporation ("Expedia" or the "Company"). The Company's principal executive offices are located at 13810 SE Eastgate Way, Suite 400, Bellevue, Washington 98005.

### ITEM 2. IDENTITY AND BACKGROUND.

(a)-(c), (f). This statement is being filed by (1) TCV IV, L.P., a Delaware limited partnership ("TCV IV"), (2) TCV IV Strategic Partners, L.P., a Delaware limited partnership ("Strategic Partners IV"), (3) Technology Crossover Management IV, L.L.C., a Delaware limited liability company ("Management IV"), (4) TCV III (GP), a Delaware general partnership ("TCV III (GP)"), (5) TCV III, L.P., a Delaware limited partnership ("TCV III"), (6) TCV III (Q), L.P., a Delaware limited partnership ("TCV III (Q)"), (7) TCV III Strategic Partners, L.P., a Delaware limited partnership ("Strategic Partners III"), (8) Technology Crossover Management III, L.L.C., a Delaware limited liability company ("Management III"), (9) Jay C. Hoag ("Mr. Hoag") and (10) Richard H. Kimball ("Mr. Kimball"). TCV IV, Strategic Partners IV, Management IV, TCV III (GP), TCV III, TCV III (Q), Strategic Partners III, Management III, Mr. Hoag and Mr. Kimball are sometimes collectively referred to herein as the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of this statement is attached hereto as Exhibit 1 and is incorporated by reference herein.

TCV IV, Strategic Partners IV, Management IV, TCV III (GP), TCV III, TCV III (Q), Strategic Partners III and Management III are each principally engaged in the business of investing in securities of the Company and other companies. Management IV is the general partner of TCV IV and Strategic Partners IV. Management III is the general partner of TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III. The address of the principal business and office of each of TCV IV, Strategic Partners IV, Management IV, TCV III (GP), TCV III, TCV III (Q), Strategic Partners III and Management III is 528 Ramona Street, Palo Alto, California 94301.

Mr. Hoag and Mr. Kimball are the managing members of Management IV and Management III. Mr. Hoag and Mr. Kimball are each United States citizens, and the present principal occupation or employment of each is as a managing member of Management IV, Management III and related entities. The business address of each of Mr. Hoag and Mr. Kimball is 528 Ramona Street, Palo Alto, California 94301.

(d), (e). During the last five years, none of TCV IV, Strategic Partners IV, Management IV, TCV III (GP), TCV III, TCV III (Q), Strategic Partners III, Management III, Mr. Hoag or Mr. Kimball has (1) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

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TCV IV and Strategic Partners IV purchased the following shares of the Company's Common Stock in the open market (the "Market Shares"):

Name of Investor -----	Date -----	Shares Acquired -----	Price per Share -----
TCV IV	8/28/02	96,405	\$50.2047
Strategic Partners IV	8/28/02	3,595	\$50.2047

The source of funds for the acquisition of the Market Shares by TCV IV and Strategic Partners IV was from capital contributions from their respective partners.

ITEM 4. PURPOSE OF TRANSACTION.

Depending on the factors discussed herein, the Reporting Persons may, from time to time, exercise all or a portion of the warrants acquired pursuant to that certain Amended and Restated Agreement and Plan of Recapitalization and Merger, dated July 15, 2001, as reported on the Schedule 13D relating to the Common Stock filed on March 21, 2002 (the "Warrants"), and may acquire additional shares of Common Stock, and/or retain and/or sell all or a portion of the Common Stock held directly as reported herein, and/or sell all or a portion of the Common Stock issuable upon exercise of the Warrants in the open market or in privately negotiated transactions. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price levels of the Common Stock; general market and economic conditions; ongoing evaluation of the Company's business, financial condition, operations and prospects; the relative attractiveness of alternative business and investment opportunities; and other future developments.

Except as set forth above, the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a), (b). As of the close of business on November 18, 2002, TCV IV, Strategic Partners IV, Management IV, TCV III (GP), TCV III, TCV III (Q), Strategic Partners III, Management III, Mr. Hoag and Mr. Kimball's beneficial ownership of Common Stock is as follows:

Name of Investor Outstanding Shares -----	Number of Total Shares (Including Warrants and options) -----	Percentage of Outstanding Shares (Including Warrants and options) (*) -----
TCV IV	3,195,796	13.65%**
Strategic Partners IV	119,164	Less than 1%**
Management IV	3,314,960	14.16%**
TCV III (GP)	3,346	Less than 1%**

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TCV III	15,897	Less than 1%**
TCV III (Q)	422,500	1.80%**
Strategic Partners III	19,133	Less than 1%**
Management III	460,876	1.97%**
Mr. Hoag	3,802,435***	16.24%**
Mr. Kimball	3,779,953****	16.14%**

(\*) All percentages in this table are based on the 23,414,000 shares of Common Stock of the Company outstanding, as reported in the Company's Form 10-Q filed with the Securities and Exchange Commission on November 14, 2001.

(\*\*) Certain Reporting Persons disclaim beneficial ownership as set forth below.

(\*\*\*) Includes 3,719 shares held by the Reporting Person's family trust of which Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(\*\*\*\*) Includes 4,117 shares held by the Reporting Person's family trust of which Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Each of TCV IV and Strategic Partners IV has the sole power to dispose or direct the disposition of the Common Stock held directly by it and as reported herein, the Market Shares and the Warrants which it held directly by it and as reported herein, as well as the shares acquirable upon exercise of the Warrants. Each of TCV IV and Strategic Partners IV has the sole power to direct the vote of its respective Common

Stock and the Market Shares, and will have the power to vote or direct the vote of the shares upon exercise of the Warrants.

Management IV is the sole general partner of each of TCV IV and Strategic Partners IV and in such capacity may be deemed to have the sole power to dispose or direct the disposition of the Common Stock held directly by them and as reported herein, the Market Shares and the Warrants held directly by them and as reported herein, as well as the shares which TCV IV and Strategic Partners IV would hold upon exercise of such Warrants, and to direct the vote of such Common Stock and the Market Shares, as well as shares upon exercise of the Warrants. Management IV disclaims beneficial ownership of the securities owned by TCV IV and Strategic Partners IV except to the extent of its pecuniary interest therein.

Messrs. Hoag and Kimball are the managing members of Management IV. Under the operating agreement of Management IV, each of Messrs. Hoag and Kimball have the independent power to cause the funds managed by Management IV to buy and sell securities of publicly traded portfolio companies, however, in general, they must act by unanimous consent with respect to all other matters, including directing the voting of such securities. As a result, each of Messrs. Hoag and Kimball may be deemed to have the sole power to dispose or direct the disposition of the Common Stock held directly by TCV IV and Strategic Partners IV and as reported herein, the Market Shares and Warrants held directly by TCV IV and Strategic Partners IV as reported herein, as well as shares which TCV IV and Strategic Partners IV would own upon exercise of such Warrants, and may be deemed to have the shared power to vote or direct the vote of such Common Stock and the Market Shares, as well as shares upon exercise of such Warrants. Messrs. Hoag and Kimball disclaim beneficial ownership of the securities owned by TCV IV

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and Strategic Partners IV except to the extent of their pecuniary interest therein.

Each of TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III has the sole power to dispose or direct the disposition of the Common Stock held directly by it and as reported herein, the Market Shares and the Warrants which it holds directly and as reported herein, as well as the shares acquirable upon exercise of the Warrants. Each of TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III has the sole power to direct the vote of its respective Common Stock, the Market Shares and will have the power to vote or direct the vote of the shares upon exercise of the Warrants.

Management III is the sole general partner of each of TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III and in such capacity may be deemed to have the sole power to dispose or direct the disposition of the Common Stock held directly by them and as reported herein, the Market Shares and the Warrants as well as shares which TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III would hold upon exercise of such Warrants, and to direct the vote of such Common Stock and the Market Shares, as well as the shares upon exercise of the Warrants. Management III disclaims beneficial ownership of the securities owned by TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III except to the extent of its pecuniary interest therein.

Messrs. Hoag and Kimball are the managing members of Management III. Under the operating agreement of Management III, each of Messrs. Hoag and Kimball have the independent power to cause the funds managed by Management III to buy and sell securities of publicly traded portfolio companies, however, in general, they must act by unanimous consent with respect to all other matters, including directing the voting of such securities. As a result, each of Messrs. Hoag and Kimball may be deemed to each have the sole power to dispose or direct the disposition of the Common Stock held directly by TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III and as reported herein, the Market Shares and Warrants held directly by TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III and as reported herein, as well as shares TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III would own upon exercise of such Warrants, and may be deemed to have the shared power to vote or direct the vote of such Common Stock, the Market Shares as well as shares upon exercise of such Warrants. Messrs. Hoag and Kimball disclaim beneficial ownership of the securities owned by TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III except to the extent of their pecuniary interest therein.

The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in Expedia but do not affirm the existence of any such group.

Except as set forth in this Item 5(a) - (b), each of the Reporting Persons disclaims beneficial ownership of any Common Stock owned beneficially or of record by any other Reporting Person.

(c). On November 18, 2002, TCV IV, Strategic Partners IV, TCV III (GP), TCV III, TCV III (Q) and Strategic Partners III made in-kind pro-rata distributions to their limited partners, without consideration as follows:

Name of Investor -----	Shares Distributed -----
TCV IV	960,914

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Strategic Partners IV	35,833
TCV III (GP)	1,009
TCV III	4,794
TCV III (Q)	127,424
Strategic Partners III	5,770

(d). Not applicable.

(e). Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- Exhibit 1 Joint Filing Agreement (incorporated by reference from Exhibit 1 to the Schedule 13D relating to the common stock of Expedia filed on July 5, 2000).
- Exhibit 2 Statement Appointing Designated Filer and Authorized Signatories dated February 22, 2000 (incorporated by reference from Exhibit 8 to the Schedule 13D relating to the common stock of Expedia, Inc. filed on August 31, 2000).
- Exhibit 3 Statement Appointing Designated Filer and Authorized Signatories dated June 1, 2000 (incorporated by reference from Exhibit F to the Schedule 13G relating to the common stock of eLoyalty Corporation filed on June 5, 2000).

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

November 21, 2002 TCV III (GP),  
a Delaware General Partnership

By: Technology Crossover Management III, L.L.C.,  
a Delaware Limited Liability Company,  
Its Managing General Partner

By: /s/ Carla S. Newell

-----  
Carla S. Newell, Attorney-in-Fact

November 21, 2002 TCV III, L.P.,  
a Delaware Limited Partnership

By: Technology Crossover Management III, L.L.C.,  
a Delaware Limited Liability Company,  
Its General Partner

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By: /s/ Carla S. Newell

-----  
Carla S. Newell, Attorney-in-Fact

November 21, 2002

TCV III (Q), L.P.,  
a Delaware Limited Partnership

By: Technology Crossover Management III, L.L.C.,  
a Delaware Limited Liability Company,  
Its General Partner

By: /s/ Carla S. Newell

-----  
Carla S. Newell, Attorney-in-Fact

November 21, 2002

TCV III Strategic Partners, L.P.,  
a Delaware Limited Partnership

By: Technology Crossover Management III, L.L.C.,  
a Delaware Limited Liability Company,  
Its General Partner

By: /s/ Carla S. Newell

-----  
Carla S. Newell, Attorney-in-Fact

November 21, 2002

Technology Crossover Management III, L.L.C.,  
a Delaware Limited Liability Company,

By: /s/ Carla S. Newell

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Carla S. Newell, Attorney-in-Fact

November 21, 2002

TCV IV, L.P.,  
a Delaware Limited Partnership

By: Technology Crossover Management IV, L.L.C.,  
a Delaware Limited Liability Company,  
Its General Partner

By: /s/ Carla S. Newell

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Carla S. Newell, Attorney-in-Fact

November 21, 2002

TCV IV Strategic Partners, L.P.,  
a Delaware Limited Partnership

By: Technology Crossover Management IV, L.L.C.,  
a Delaware Limited Liability Company,  
Its General Partner



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By: /s/ Carla S. Newell

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Carla S. Newell, Attorney-in-Fact

November 21, 2002

Technology Crossover Management IV, L.L.C.,  
a Delaware Limited Liability Company,

By: /s/ Carla S. Newell

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Carla S. Newell, Attorney-in-Fact

November 21, 2002

Jay C. Hoag

By: /s/ Carla S. Newell

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Carla S. Newell, Attorney-in-Fact

November 21, 2002

Richard H. Kimball

By: /s/ Carla S. Newell

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Carla S. Newell, Attorney-in-Fact

EXHIBIT INDEX

- Exhibit 1 Joint Filing Agreement (incorporated by reference from Exhibit 1 to the Schedule 13D relating to the common stock of Expedia filed on July 5, 2000).
- Exhibit 2 Statement Appointing Designated Filer and Authorized Signatories dated February 22, 2000 (incorporated by reference from Exhibit 8 to the Schedule 13D relating to the common stock of Expedia, Inc. filed on August 31, 2000).
- Exhibit 3 Statement Appointing Designated Filer and Authorized Signatories dated June 1, 2000 (incorporated by reference from Exhibit F to the Schedule 13G relating to the common stock of eLoyalty Corporation filed on June 5, 2000).