

Expedia, Inc.  
Form 8-K  
September 05, 2017

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) August 30, 2017

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

Delaware                            001-37429    20-2705720  
(State or other jurisdiction    (Commission    (I.R.S. Employer  
of incorporation)                File Number)    Identification No.)  
333 108th Avenue NE  
Bellevue, Washington 98004  
(Address of principal executive offices) (Zip code)  
(425) 679-7200  
Registrant's telephone number, including area code  
Not Applicable  
(Former name or former address if changed since last report)

Check the appropriate  
box below if the Form  
8-K filing is intended to  
simultaneously satisfy  
the filing obligation of  
the registrant under any  
of the following  
provisions:

Written  
communications  
pursuant to Rule  
425 under the  
Securities Act (17  
CFR 230.425)

Soliciting material  
pursuant to Rule  
14a-12 under the  
Exchange Act (17  
CFR 240.14a-12)

Pre-commencement  
communications  
pursuant to Rule  
14d-2(b) under the  
Exchange Act (17  
CFR 240.14d-2(b))

Pre-commencement  
communications  
pursuant to Rule  
13e-4(c) under the  
Exchange Act (17  
CFR 240.13e-4(c))

Indicate by check mark  
whether the registrant is  
an emerging growth  
company as defined in  
Rule 405 of the  
Securities Act of 1934  
(§240.12b-2 of this  
chapter).

Emerging growth  
company

If an emerging growth  
company, indicate by  
check mark if the  
registrant has elected not  
to use the extended  
transition period for  
complying with any new  
or revised financial  
accounting standards  
provided pursuant to  
Section 13(a) of the  
Exchange Act.

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Chief Executive Officer; Election of Director

On August 30, 2017, Expedia, Inc. (“Expedia” or the “Company”) announced that the Board of Directors of the Company (the “Board”) had appointed Mark Okerstrom, Expedia’s Executive Vice President of Operations and Chief Financial Officer, to serve as President and Chief Executive Officer, succeeding Dara Khosrowshahi who had indicated his intention to resign as President and Chief Executive Officer of the Company. Mr. Khosrowshahi’s resignation and Mr. Okerstrom’s appointment were each effective as of August 31, 2017. Mr. Khosrowshahi will continue to serve as a member of the Company’s Board of Directors and be entitled to be compensated as a non-employee director in accordance with the Company’s compensation policies and practices for the Board, the components of which were disclosed in the Company’s Proxy Statement for its 2017 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on May 1, 2017.

Also on August 30, 2017, the Board expanded its size from fourteen to fifteen members and elected Mr. Okerstrom to fill the newly-created directorship. The Board also appointed Mr. Okerstrom to serve as a member of the Executive Committee of the Board, replacing Mr. Khosrowshahi.

Mr. Okerstrom has served as an Executive Vice President and Chief Financial Officer of Expedia since September 2011. As Chief Financial Officer, Mr. Okerstrom held responsibility for all aspects of finance, including planning & analysis, accounting, tax, treasury, internal audit, procurement, real estate and investor relations, as well as corporate strategy and M&A for Expedia, Inc. Mr. Okerstrom's role was expanded in 2014, adding responsibility for the Company's eCommerce Platform Group which includes centralized technology, payments, risk, and global customer operations. Prior to his appointment as Chief Financial Officer, Mr. Okerstrom had served as Senior Director, Corporate Development and Strategy, Vice President of Corporate Development and Strategy, and Senior Vice President of Corporate Development from 2006, when he joined, to 2011. Prior to joining Expedia, Mr. Okerstrom was a consultant with Bain & Company in Boston and San Francisco, and worked with UBS Investment Bank in London. Prior to that, he practiced as an attorney with the global law firm of Freshfields Bruckhaus Deringer in London. Mr. Okerstrom holds an MBA degree from Harvard Business School and a law degree from the University of British Columbia.

There are no arrangements or understandings between Mr. Okerstrom and any other persons pursuant to which he was appointed President and Chief Executive Officer and elected as a member of the Board of Directors. There are also no family relationships between Mr. Okerstrom and any director or executive officer of Expedia and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Appointment of Chief Financial Officer

On September 1, 2017, Expedia announced that it had appointed Alan Pickerill to serve as Executive Vice President and Chief Financial Officer of the Company, effective August 31, 2017.

Mr. Pickerill has led the Company’s Investor Relations team since May 2010, most recently as Senior Vice President, and has served as Treasurer of the Company since July 2015. Before assuming responsibility for Investor Relations, Mr. Pickerill had served as a Senior Director of Investor Relations since joining the Company in February 2008. Prior to joining Expedia, Mr. Pickerill had held progressively senior finance leadership roles at a variety of publicly traded technology and internet companies since 1995, before which he had been an accountant at Deloitte and Touche since September 1988. Mr. Pickerill holds a B.A. degree in Business and Accounting from the University of Washington's Foster School of Business and earned his CPA designation in 1991 (since expired).

There are no arrangements or understandings between Mr. Pickerill and any other persons pursuant to which he was selected as Executive Vice President and Chief Financial Officer. There are also no family relationships between Mr. Pickerill and any director or executive officer of Expedia and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EXPEDIA, INC.

By: /s/ Robert J. Dzielak

Robert J. Dzielak

Executive Vice President, General Counsel and Secretary

Date: September 5, 2017