
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) **January 22, 2010 (January 15, 2010)**

Travelport Limited

(Exact name of Registrant as specified in its charter)

Bermuda
*(State or other jurisdiction
of incorporation)*

333-141714
(Commission File No.)

98-0505100
*(I.R.S. Employer
Identification Number)*

**405 Lexington Avenue
New York, NY 10174**
(Address of principal executive office)

Registrant's telephone number, including area code **(212) 915-9150**

N/A

(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))
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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.

On January 15, 2010, our Board of Directors approved grants of restricted equity units and conditional shares to certain executives of the Company, as described below. Such grants are effective subject to, and conditional upon, the completion of the previously announced proposed initial public offering of Travelport Holdings (Jersey) Limited (to be re-registered as a public limited company and renamed Travelport plc), which is anticipated to become the parent company of Travelport Limited, to institutions in the United Kingdom and eligible institutional investors internationally (the "Offering").

The Board of Directors of TDS Investor (Cayman) L.P. (the "Partnership"), our ultimate parent company, approved the grants of restricted equity units ("REUs") to certain executives of the Company pursuant to the TDS Investor (Cayman) L.P. Fourth Amended and Restated 2006 Interest Plan (the "Interest Plan"), the Sixth Amended and Restated Agreement of Exempted Limited Partnership in respect of the Partnership (the "Partnership Agreement") and the award agreements to be entered into among the Partnership and each executive (the "Award Agreements"). The REUs will be subject to one-year vesting, on the terms and conditions set forth in the Award Agreements.

The form of the Partnership Agreement was filed as Exhibit 10.28 to the Annual Report on Form 10-K filed by the Company on May 11, 2008. The form of the Interest Plan was filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q filed by the Company for the quarter ended March 31, 2009. Forms of the Award Agreements relating to such REU grants will be filed as exhibits to our annual report for the year ended December 31, 2009.

Grants of REUs to our Named Executive Officers were as follows: Jeff Clarke, our President and Chief Executive Officer – 2,191,154 REUs; Gordon Wilson, our Deputy Chief Executive Officer and President and Chief Executive Officer, GDS Business – 1,032,668 REUs; Philip Emery, our Chief Financial Officer – 252,841; Kenneth Esterow, our President and Chief Executive Officer, GTA Business – 557,705 REUs; and Eric J. Bock, our Executive Vice President, Chief Administrative Officer and General Counsel – 447,822 REUs.

The Board also approved the grants of conditional share awards ("Conditional Shares") to certain executives of the Company to be issued under an incentive plan to be effectuated by Travelport Holdings (Jersey) Limited in connection with the Offering. The Conditional Shares will vest over a four-year period, based on the performance of the Travelport group, and on the terms and conditions to be set forth in award agreements governing the grants of such Conditional Shares. These grants currently are denominated in REU equivalents; however, the grants will be issued as Conditional Shares, and the conversion ratio between the REUs and the Conditional Shares will be established on the pricing of the Offering.

Grants to our Named Executive Officers under the IPO Awards were as follows: Jeff Clarke, our President and Chief Executive Officer – 3,543,307 REUs; Gordon Wilson, our Deputy Chief Executive Officer and President and Chief Executive Officer, GDS Business – 1,459,709 REUs; Philip Emery, our Chief Financial Officer – 832,035 REUs; Kenneth Esterow, our President and Chief Executive Officer, GTA Business – 885,827 REUs; and Eric J. Bock, our Executive Vice President, Chief Administrative Officer and General Counsel – 841,535 REUs.

On January 15, 2010, our Board of Directors approved a special bonus to our management, including our Named Executive Officers: Jeff Clarke (\$1,492,312.83); Gordon A. Wilson (\$703,311.54); Philip Emery (\$172,200.28); Kenneth S. Esterow (\$379,831.73); and Eric J. Bock

(\$304,994.92). The payment of this special bonus also is conditional upon the completion of the Offering.

Item 8.01 Other Events.

On January 20, 2010, Travelport LLC, an indirect wholly owned subsidiary of the Company, announced that it commenced a tender offer to purchase for cash up to \$350 million of its notes. The tender offer is scheduled to expire at 11:59 p.m., New York City time, on February 17, 2010, unless otherwise extended or earlier terminated. The completion of the tender offer is subject to the satisfaction of certain conditions, including the completion of the Offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

A copy of the press release supplementing the Offer to Purchase, correcting certain of the aggregate principal amounts outstanding listed in the Offer to Purchase dated January 20, 2010 and the related Letter of Transmittal, is attached hereto as Exhibit 99.2 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this report:

Exhibit No. Description

99.1 Press Release, dated January 20, 2010.

99.2 Press Release, dated January 22, 2010.

SIGNATURE

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

TRAVELPORT LIMITED

By: /s/ Eric J. Bock
Eric J. Bock
Executive Vice President, Chief Administrative
Officer and General Counsel

Date: January 22, 2010

TRAVELPORT LIMITED
CURRENT REPORT ON FORM 8-K
Report Dated January 22, 2010 (January 15, 2010)
EXHIBIT INDEX

- 99.1 Press Release, dated January 20, 2010.
- 99.2 Press Release, dated January 22, 2010.

**IMPORTANT NOTICE: NOT FOR DISTRIBUTION IN OR INTO, OR TO ANY
PERSON LOCATED OR RESIDENT IN OR AT ANY ADDRESS IN, THE REPUBLIC
OF ITALY.**

January 20, 2010

For Immediate Release

Travelport LLC Announces Tender Offer for the Company's Outstanding Notes

New York, NY— Travelport LLC (the “Company”) today announced that it commenced a cash tender offer for an aggregate principal amount of the following Notes (as defined below), such that the maximum aggregate consideration for the Notes to be purchased in the tender offer, excluding accrued and unpaid interest, will be \$350,000,000 (the “Maximum Payment Amount”):

- its Senior Euro Floating Rate Notes due 2014 (the “First Priority Notes”);
- its Senior Dollar Floating Rate Notes due 2014 (the “Second Priority Notes”);
- its 10 7/8% Senior Subordinated Euro Notes due 2016 (the “Third Priority Notes”);
- its 9 7/8% Senior Dollar Notes due 2014 (the “Fourth Priority Notes”); and
- its 11 7/8% Senior Subordinated Dollar Notes due 2016 (the “Fifth Priority Notes” and, together with the First Priority Notes, the Second Priority Notes, the Third Priority Notes and the Fourth Priority Notes, the “Notes”).

The terms and conditions of the tender offer are described in an Offer to Purchase, dated January 20, 2010 (the “Offer to Purchase”), and a related Letter of Transmittal, which are being sent to holders of Notes.

Title of Security	CUSIP/ISIN Number	Acceptance Priority Level	Aggregate Principal Amount Outstanding	Late Tender Offer Consideration ⁽¹⁾	Early Tender Premium ⁽¹⁾	Total Tender Offer Consideration ⁽¹⁾
Senior Euro Floating Rate Notes due 2014	XS0302343164; XS0264616342; XS0264616003	1	€171,600,000	€ 965	€20	€ 985
Senior Dollar Floating Rate Notes due 2014	89421EAA1; US89421EAA10; 87238CAA2; US87238CAA27; USU8759LAA45	2	\$144,000,000	\$ 965	\$20	\$ 985
10 7/8% Senior Subordinated Euro Notes due 2016	XS0302343917; XS0264616938; XS0264616698	3	€141,800,000	€1,050	€20	€1,070
9 7/8% Senior Dollar Notes due 2014	89421EAB9; US89421EAB92; 87238CAB0; US87238CAB00; USU8759LAB28	4	\$443,000,000	\$1,055	\$20	\$1,075
11 7/8% Senior Subordinated Dollar Notes due 2016	89421EAC7; US89421EAC75; 87238CAC8; US87238CAC82; USU8759LAC01	5	\$247,300,000	\$1,080	\$20	\$1,100

(1) Per \$1,000 principal amount of Notes accepted for purchase with Acceptance Priority Levels 2, 4 and 5. Per €1,000 principal amount of Notes accepted for purchase with Acceptance Priority Levels 1 and 3.

Holders of Notes must validly tender and not validly withdraw their Notes on or before 5:00 p.m., New York City time, on February 2, 2010, unless extended (such date and time, as the same

may be extended, the “Early Tender Date”) in order to be eligible to receive the applicable Total Tender Offer Consideration. Holders of Notes who validly tender their Notes after the Early Tender Date and on or before the Expiration Date (as defined below) will be eligible to receive only the applicable Late Tender Offer Consideration, which is equal to the applicable Total Tender Offer Consideration minus the applicable Early Tender Premium, as set forth in the table above. In addition to the applicable Total Tender Offer Consideration or Late Tender Offer Consideration, holders whose Notes are accepted for purchase in the tender offer will receive accrued and unpaid interest to, but excluding, the date on which the tender offer is settled, which currently is expected to be February 18, 2010.

The tender offer will expire at 11:59 p.m., New York City time, on February 17, 2010, unless extended (such date and time, as the same may be extended, the “Expiration Date”). As set forth in the Offer to Purchase, validly tendered Notes may be validly withdrawn at any time on or before 5:00 p.m., New York City time, on February 2, 2010, unless extended.

The completion of the tender offer is subject to the satisfaction of certain conditions described in the Offer to Purchase, including, without limitation, the completion of the initial public offering of shares of Travelport Holdings (Jersey) Limited (to be re-registered as a public limited company and re-named Travelport plc), which will become the indirect parent of the Company (the “IPO Condition”) and admission of the shares to trading on the London Stock Exchange. The Company reserves the right, in its sole discretion, to waive any and all conditions to the tender offer with respect to one or more tranches of Notes.

The aggregate principal amount of each tranche of Notes that will be purchased in the tender offer will be based on the Acceptance Priority Level for such tranche as set forth in the table above, subject to the terms of the Offer to Purchase. The Tender Offer is not conditioned upon any minimum level of participation.

The Company reserves the right to increase the Maximum Payment Amount without extending withdrawal rights except in limited circumstances where the Company determines additional withdrawal rights are required by law.

The Company’s obligations to accept any Notes tendered and to pay the applicable consideration for them are set forth solely in the Offer to Purchase and the related Letter of Transmittal. This press release is neither an offer to purchase nor a solicitation of an offer to sell any Notes. The tender offer is made only by, and pursuant to the terms of, the Offer to Purchase, and the information in this news release is qualified by reference to the Offer to Purchase and the related Letter of Transmittal. Subject to applicable law, the Company may amend, extend or waive conditions to, or terminate, the tender offer.

UBS Securities LLC is the dealer manager for the tender offer for the Notes denominated in U.S. dollars (the “Dollar Notes”) and UBS Limited is the dealer manager for the Notes denominated in euros (the “Euro Notes”). Persons with questions regarding the tender offer should contact:

- with respect to the Dollar Notes: UBS Securities LLC at (203) 719-4210 (call collect) or (888) 719-4210 (Attention: Liability Management Group) and
- with respect to the Euro Notes: UBS Limited at 44 20 7567 0525 (Attention: Liability Management Group).

Requests for copies of the Offer to Purchase, the related Letter of Transmittal and other related materials should be directed to Global Bondholder Services Corporation, the Information Agent

and Depository for the tender offer, at (212) 430-3774 (for banks and brokers only) or (866) 470-4300 (for all others and toll-free).

About Travelport

Travelport Limited, the indirect parent company of Travelport LLC, and guarantor on an unsecured basis of the Notes, is a leading provider of critical transaction processing solutions, offering broad based business services to companies operating in the global travel industry. Travelport Limited is comprised of the global distribution system (GDS) business that includes the Worldspan and Galileo brands; GTA, a global, multi-channel provider of hotel and ground services; Airline IT Solutions, which hosts mission critical applications and provides business and data analysis solutions for major airlines. With 2008 revenues of \$2.5 billion, Travelport Limited operates in 160 countries and has approximately 5,300 employees. Travelport Limited also owns approximately 48% of Orbitz Worldwide (NYSE: OWW), a leading global online travel company. Travelport Limited is a private company owned by affiliates of The Blackstone Group, One Equity Partners, Technology Crossover Ventures and Travelport management.

This press release may include information that could constitute forward-looking statements. Any such forward-looking statements may involve risk and uncertainties that could cause actual results to differ materially from any future results encompassed within the forward-looking statements. Factors that could cause or contribute to such differences include those matters disclosed in Travelport Limited's Securities and Exchange Commission filings. Past results of Travelport Limited are not necessarily indicative of its future results. Travelport Limited does not undertake any obligation to update any forward-looking statements.

The Offer to Purchase is for distribution only to persons who (i) are existing Holders falling within Article 43(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"); (ii) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Promotion Order, (iii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iv) are outside the United Kingdom, or (v) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the Offer may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). The Offer to Purchase is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Offer to Purchase relates is available only to relevant persons and will be engaged in only with relevant persons.

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January 22, 2010

*For Immediate Release***Travelport LLC Supplements the Offer to Purchase**

New York, NY— Travelport LLC (the “Company”) today announced a correction to certain of the aggregate principal amounts outstanding listed in the Offer to Purchase, dated January 20, 2010, and the related Letter of Transmittal, with respect to its previously announced cash tender offer for:

- its Senior Euro Floating Rate Notes due 2014 (the “First Priority Notes”);
- its Senior Dollar Floating Rate Notes due 2014 (the “Second Priority Notes”);
- its 10 7/8% Senior Subordinated Euro Notes due 2016 (the “Third Priority Notes”);
- its 9 7/8% Senior Dollar Notes due 2014 (the “Fourth Priority Notes”); and
- its 11 7/8% Senior Subordinated Dollar Notes due 2016 (the “Fifth Priority Notes” and, together with the First Priority Notes, the Second Priority Notes, the Third Priority Notes and the Fourth Priority Notes, the “Notes”).

The table with the corrected aggregate principal amounts, as of the date of the Offer to Purchase and as of the date of this press release, is set forth below:

Title of Security	CUSIP/ISIN Number	Acceptance Priority Level	Aggregate Principal Amount Outstanding	Late Tender Offer Consideration ⁽¹⁾	Early Tender Premium ⁽¹⁾	Total Tender Offer Consideration ⁽¹⁾
Senior Euro Floating Rate Notes due 2014	XS0302343164; XS0264616342; XS0264616003	1	€161,550,000	€ 965	€20	€ 985
Senior Dollar Floating Rate Notes due 2014	89421EAA1; US89421EAA10; 87238CAA2; US87238CAA27; USU8759LAA45	2	\$143,000,000	\$ 965	\$20	\$ 985
10 7/8% Senior Subordinated Euro Notes due 2016	XS0302343917; XS0264616938; XS0264616698	3	€139,750,000	€1,050	€20	€1,070
9 7/8% Senior Dollar Notes due 2014	89421EAB9; US89421EAB92; 87238CAB0; US87238CAB00; USU8759LAB28	4	\$443,000,000	\$1,055	\$20	\$1,075
11 7/8% Senior Subordinated Dollar Notes due 2016	89421EAC7; US89421EAC75; 87238CAC8; US87238CAC82; USU8759LAC01	5	\$247,200,000	\$1,080	\$20	\$1,100

(1) Per \$1,000 principal amount of Notes accepted for purchase with Acceptance Priority Levels 2, 4 and 5. Per €1,000 principal amount of Notes accepted for purchase with Acceptance Priority Levels 1 and 3.

As of the date of the Offer to Purchase and as of the date of this press release, the aggregate outstanding principal amount of First Priority Notes and Third Priority Notes is €301,300,000. The aggregate outstanding principal amount of Second Priority Notes, Fourth Priority Notes and Fifth Priority Notes is \$833,200,000.

All other information in the table above has not changed, including the Acceptance Priority Levels, the Late Tender Offer Consideration, the Early Tender Premium and the Total Tender Offer Consideration (each as defined in the Offer to Purchase).

All terms and conditions of the tender offer remain unchanged, including the Maximum Payment Amount, the Early Tender Date, the Withdrawal Deadline, the Expiration Date and the Settlement Date (each as defined below or in the Offer to Purchase).

Holders of Notes must validly tender and not validly withdraw their Notes on or before 5:00 p.m., New York City time, on February 2, 2010, unless extended (such date and time, as the same may be extended, the "Early Tender Date") in order to be eligible to receive the applicable Total Tender Offer Consideration. Holders of Notes who validly tender their Notes after the Early Tender Date and on or before the Expiration Date will be eligible to receive only the applicable Late Tender Offer Consideration.

The tender offer will expire at 11:59 p.m., New York City time, on February 17, 2010, unless extended (such date and time, as the same may be extended, the "Expiration Date"). As set forth in the Offer to Purchase, validly tendered Notes may be validly withdrawn at any time on or before 5:00 p.m., New York City time, on February 2, 2010, unless extended (such date and time, as the same may be extended, "the Withdrawal Deadline").

The Company's obligations to accept any Notes tendered and to pay the applicable consideration for them are set forth solely in the Offer to Purchase and the related Letter of Transmittal. This press release is neither an offer to purchase nor a solicitation of an offer to sell any Notes. The tender offer is made only by, and pursuant to the terms of, the Offer to Purchase, and the information in this news release is qualified by reference to the Offer to Purchase and the related Letter of Transmittal. Subject to applicable law, the Company may amend, extend or waive conditions to, or terminate, the tender offer.

UBS Securities LLC is the dealer manager for the tender offer for the Notes denominated in U.S. dollars (the "Dollar Notes") and UBS Limited is the dealer manager for the Notes denominated in euros (the "Euro Notes"). Persons with questions regarding the tender offer should contact:

- with respect to the Dollar Notes: UBS Securities LLC at (203) 719-4210 (call collect) or (888) 719-4210 (Attention: Liability Management Group) and
- with respect to the Euro Notes: UBS Limited at 44 20 7567 0525 (Attention: Liability Management Group).

Requests for copies of the Offer to Purchase, the related Letter of Transmittal and other related materials should be directed to Global Bondholder Services Corporation, the Information Agent and Depositary for the tender offer, at (212) 430-3774 (for banks and brokers only) or (866) 470-4300 (for all others and toll-free).

About Travelport

Travelport Limited, the indirect parent company of Travelport LLC, and guarantor on an unsecured basis of the Notes, is a leading provider of critical transaction processing solutions, offering broad based business services to companies operating in the global travel industry. Travelport Limited is comprised of the global distribution system (GDS) business that includes the Worldspan and Galileo brands; GTA, a global, multi-channel provider of hotel and ground services; Airline IT Solutions, which hosts mission critical applications and provides business and data analysis solutions for major airlines. With 2008 revenues of \$2.5 billion, Travelport Limited operates in 160 countries and has approximately 5,300 employees. Travelport Limited also owns approximately 48% of Orbitz Worldwide (NYSE: OWW), a leading global online travel company. Travelport Limited is a private company owned by affiliates of The Blackstone Group, One Equity Partners, Technology Crossover Ventures and Travelport management.