

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

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No.    )\***

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**Orbitz Worldwide, Inc.  
(Name of Issuer)**

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

**68557K109  
(CUSIP Number of Class of Securities)**

**Alec N. Litowitz  
Magnetar Capital LLC  
1603 Orrington Ave.  
Evanston, Illinois 60201  
(847) 905-4400**

***With a copy to:***

**Peter H. Lieberman, Esq.  
Todd A. Mazur, Esq.  
Greenberg Traurig, LLP  
77 W. Wacker Drive, Suite 3100  
Chicago, Illinois 60601  
(312) 456-8400**

**(Name, Address and Telephone Number of Person Authorized**

**to Receive Notices and Communications)**  
**February 12, 2015**  
**(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 that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **68557K109**

SCHEDULE 13D

Page 2 of 10

1.	NAME OF REPORTING PERSON: <b>Magnetar Financial LLC</b>
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC USE ONLY
4.	SOURCE OF FUNDS <b>OO</b>
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>

6.	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	
		0	
	8.	SHARED VOTING POWER	
		6,270,518	
	9.	SOLE DISPOSITIVE POWER	
		0	
	10.	SHARED DISPOSITIVE POWER	
		6,270,518	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	6,270,518		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	5.6%		
14.	TYPE OF REPORTING PERSON		
	IA; OO		

1.	NAME OF REPORTING PERSON:
	Magnetar Capital Partners LP
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC USE ONLY
4.	SOURCE OF FUNDS

	<b>OO</b>
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER <b>0</b>
	8. SHARED VOTING POWER <b>6,270,518</b>
	9. SOLE DISPOSITIVE POWER <b>0</b>
	10. SHARED DISPOSITIVE POWER <b>6,270,518</b>
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>6,270,518</b>
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>5.6%</b>
14.	TYPE OF REPORTING PERSON <b>HC; OO</b>

1.	NAME OF REPORTING PERSON: <b>Supernova Management LLC</b>
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC USE ONLY

4.	SOURCE OF FUNDS <b>OO</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION <b>Delaware</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER <b>0</b>	
	8.	SHARED VOTING POWER <b>6,270,518</b>	
	9.	SOLE DISPOSITIVE POWER <b>0</b>	
	10.	SHARED DISPOSITIVE POWER <b>6,270,518</b>	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>6,270,518</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>5.6%</b>		
14.	TYPE OF REPORTING PERSON <b>HC; OO</b>		

1.	NAME OF REPORTING PERSON: <b>Alec N. Litowitz</b>
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3.	SEC USE ONLY		
4.	SOURCE OF FUNDS  <b>OO</b>		
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6.	CITIZENSHIP OR PLACE OF ORGANIZATION  <b>United States of America</b>		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER  <b>0</b>	
	8.	SHARED VOTING POWER  <b>6,270,518</b>	
	9.	SOLE DISPOSITIVE POWER  <b>0</b>	
	10.	SHARED DISPOSITIVE POWER  <b>6,270,518</b>	
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>6,270,518</b>		
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  <b>5.6%</b>		
14.	TYPE OF REPORTING PERSON  <b>HC; IN</b>		

SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER

This Schedule 13D (this “Statement”) relates to the shares of common stock, par value \$0.01 per share (the “Shares”), of Orbitz Worldwide, Inc., a Delaware corporation (the “Company”). The principal executive offices of the Company are located at 500 West Madison Street, Suite 1000, Chicago, Illinois 60611.

## ITEM 2. IDENTITY AND BACKGROUND

(a) The persons filing this Statement are Magnetar Financial LLC, a Delaware limited liability company (“Magnetar Financial”), Magnetar Capital Partners LP, a Delaware limited partnership (“Magnetar Capital Partners”), Supernova Management LLC, a Delaware limited liability company (“Supernova Management”), and Alec N. Litowitz (“Mr. Litowitz”) (collectively, the “Reporting Persons”).

This Statement relates to Shares held for the accounts of each of (i) Magnetar Capital Master Fund, Ltd, a Cayman Islands exempted company (“Magnetar Capital Master Fund”), (ii) Magnetar Global Event Driven Master Fund, Ltd, a Cayman Islands exempted company (“Magnetar Event Driven Fund”), (iii) Hipparchus Master Fund Ltd, a Cayman Islands exempted company (“Hipparchus Master Fund”), (iv) Magnetar PRA Master Fund Ltd, a Cayman Islands exempted company (“PRA Master Fund”), (v) Spectrum Opportunities Master Fund Ltd, a Cayman Islands exempted company (“Spectrum Master Fund”) and together with Magnetar Capital Master Fund, Magnetar Event Driven Fund, Hipparchus Master Fund and PRA Master Fund, collectively, the “Funds”), and (vi) three managed accounts for clients of Magnetar Financial (the “Managed Accounts”).

Magnetar Financial is a Securities and Exchange Commission (“SEC”) registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended, and manager of private investment funds and managed accounts. Magnetar Financial serves as investment adviser to each of the Funds and each of the Managed Accounts. In such capacity, Magnetar Financial exercises voting and investment power over the Shares held for the accounts of each of the Funds and each of the Managed Accounts. Magnetar Capital Partners serves as the sole member and parent holding company of Magnetar Financial. Supernova Management is the general partner of Magnetar Capital Partners. The manager of Supernova Management is Mr. Litowitz.

(b) The business address of each of the Reporting Persons is 1603 Orrington Avenue, 13<sup>th</sup> Floor, Evanston, Illinois 60201.

(c) Each of the Funds is a private investment fund; each of the Managed Accounts is an account managed for a client of Magnetar Financial; Magnetar Financial is a privately-held SEC registered investment adviser and manager of private investment funds and managed accounts, including each of the Funds and each of the Managed Accounts; Magnetar Capital Partners is a privately-held limited partnership and serves as the sole member and parent holding company of Magnetar Financial; Supernova Management is a privately-held limited liability company and is the general partner of Magnetar Capital Partners; and Mr. Litowitz is a citizen of the United States of America, manager of Supernova Management and Chief Executive Officer of Magnetar Financial.

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(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such Reporting Person 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.

(f) Magnetar Financial is a Delaware limited liability company. Magnetar Capital Partners is a Delaware limited partnership. Supernova Management is a Delaware limited liability company. Mr. Litowitz is a citizen of the United States of America.

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

The aggregate amount of funds used by the Reporting Persons in purchasing the 1,320,818 Shares reported herein on behalf of PRA Master Fund have come directly from the assets of PRA Master Fund controlled by such Reporting Persons and their affiliates, which may, at any given time, have included margin loans made by brokerage firms in the ordinary course of business. The aggregate amount of funds used by the Reporting Persons in purchasing the Shares reported herein on behalf of PRA Master Fund was \$15,396,424 (excluding commissions and other execution-related costs).

The aggregate amount of funds used by the Reporting Persons in purchasing the 500,000 Shares on behalf of the Funds (other than PRA Master Fund) and the Managed Accounts that were bought to cover a portion of the short position described herein that was established on behalf of the Funds (other than PRA Master Fund) and the Managed Accounts have come directly from the assets of the Funds (other than PRA Master Fund) and the Managed Accounts controlled by such Reporting Persons and their affiliates, which may, at any given time, have included margin loans made by brokerage firms in the ordinary course of business and proceeds from the short sale of Shares. The aggregate amount of funds used by the Reporting Persons in purchasing such 500,000 Shares on behalf of the Funds (other than PRA Master Fund) and the Managed Accounts was \$5,845,000 (excluding commissions and other execution-related costs).

#### ITEM 4. PURPOSE OF TRANSACTION

The Reporting Persons acquired the 1,320,818 Shares reported herein on behalf of PRA Master Fund after the public announcement of the Merger Agreement (as defined below) for purposes of receiving the merger consideration described below upon consummation of the Merger (as defined below). The Reporting Persons currently intend to vote the 1,320,818 Shares reported herein on behalf of PRA Master Fund in favor of the Merger.

The Reporting Persons have a 2,002,329 Share short position that was established after the public announcement of the Merger Agreement on behalf of the Funds (other than PRA Master Fund) and the Managed Accounts as a hedge against the call options contracts described below purchased on behalf of the Funds (other than PRA Master Fund) and the Managed Accounts.

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Each of the Reporting Persons reserves the right to acquire additional securities of the Company in the open market, in privately negotiated transactions, or otherwise, to dispose of all or a portion of the Shares and/or other securities reported in this Statement, or to change their intention with respect to any or all of the matters referred to in this Item 4.

Other than as described above in this Item 4, the Reporting Persons do not have any plans or proposals that relate to, or would result in, any actions or events specified in clauses (a) through (j) of Item 4 to Schedule 13D.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The Company reported in its Form 10-K, filed with the SEC on March 9, 2015 (the “10-K”), that 111,311,676 Shares were issued and outstanding as of March 1, 2015.

(a) Each of the Reporting Persons may have been deemed to have beneficial ownership of 6,270,518 Shares, which consists of (i) 1,320,818 Shares held by Magnetar PRA Fund, (ii) 951,800 Shares issuable upon exercise of the call options contracts described below held for the benefit of Magnetar Capital Master Fund, (iii) 1,675,000 Shares issuable upon exercise of the call options contracts described below held for the benefit of Magnetar Event Driven Fund, (iv) 442,000 Shares issuable upon exercise of the call options contracts described below held for the benefit of Hipparchus Master Fund, (v) 691,000 Shares issuable upon exercise of the call options contracts described below held for the benefit of Spectrum Master Fund and (vi) 1,189,900 Shares issuable upon exercise of the call options contracts described below held for the benefit of the Managed Accounts, and all such Shares represented beneficial ownership of approximately 5.6% of the Shares.

(b) Each of the Reporting Persons may have been deemed to share the power to vote and direct the disposition of 6,270,518 Shares, which consists of (i) 1,320,818 Shares held by Magnetar PRA Fund, (ii) 951,800 Shares issuable upon exercise of the call options contracts described below held for the benefit of Magnetar Capital Master Fund, (iii) 1,675,000 Shares issuable upon exercise of the call options contracts described below held for the benefit of Magnetar Event Driven Fund, (iv) 442,000 Shares issuable upon exercise of the call options contracts described below held for the benefit of Hipparchus Master Fund, (v) 691,000 Shares issuable upon exercise of the call options contracts described below held for the benefit of Spectrum Master Fund and (vi) 1,189,900 Shares issuable upon exercise of the call options contracts described below held for the benefit of the Managed Accounts, and all such Shares represented beneficial ownership of approximately 5.6% of the Shares.

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(c) Except as set forth on Schedule A attached hereto and as described in Item 6 below, the Reporting Persons had no transactions in the Shares during the 60 days preceding the date of filing of this Statement. All of the purchases set forth on Schedule A attached hereto under the heading “PRA Master Fund” were effected in the ordinary course of business of Magnetar Financial for the account PRA Master Fund. All of the purchases and sales set forth on Schedule A attached hereto under the heading “Funds (other than PRA Master Fund) and the Managed Accounts” were effected in the ordinary course of business of Magnetar Financial for the accounts of each the Funds (other than PRA Master Fund) and each of the Managed Accounts. The transactions in the Shares set forth on Schedule A were effected in open market transactions on the New York Stock Exchange and various other trading markets. The transactions in the call options contracts described below were effected in open market transactions on the Chicago Board of Options Exchange and various other trading markets.

As disclosed by the Company in the Form 10-K:

On February 12, 2015, the Company, Expedia, Inc., (“Expedia”), and Xeta, Inc., an indirect wholly-owned subsidiary of Expedia (“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 the Company (the “Merger”), with the Company surviving the Merger as an indirect wholly-owned subsidiary of Expedia. At the effective time of the Merger (the “Effective Time”), each Share outstanding immediately



prior to the Effective Time (other than any Shares owned by the Company, Expedia, 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.

(d) Except for clients of Magnetar Financial who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Shares reported herein, if any, held in Managed Accounts, no other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any Shares that are beneficially owned by the Reporting Persons.

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

Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Statement, and any amendment or amendments hereto.

On February 12, 2015, the Reporting Persons purchased exchange-traded call options contracts for \$494,735 (excluding commissions and other execution-related costs) in the aggregate on behalf of the Funds (other than PRA Master Fund) and the Managed Accounts, which entitle the Funds (other than PRA Master Fund) and the Managed Accounts to purchase 4,949,700 Shares in the aggregate from the sellers of such call options contracts for \$12 per Share. Such call options contracts expire on May 15, 2015. A portion of such call options contracts relating to (i) 951,800 Shares are for the benefit of Magnetar Capital Master Fund, (ii) 1,675,000 Shares are for the benefit of Magnetar Event Driven Fund, (iii) 442,000 Shares are for the benefit of Hipparchus Master Fund, (iv) 691,000 Shares are for the benefit of Spectrum Master Fund and (v) 1,189,900 Shares are for the benefit of the Managed Accounts.

The funds used by the Reporting Persons in purchasing all such call options contracts on behalf of the Funds (other than PRA Master Fund) have come directly from the assets of the Funds (other than PRA Master Fund) controlled by such Reporting Persons and their affiliates, which may, at any given time, have included margin loans made by brokerage firms in the ordinary course of business. The funds used by the Reporting Persons in purchasing all such call options contracts on behalf of the Managed Accounts have come directly from the assets of the Managed Accounts controlled by such Reporting Persons and their affiliates, which may, at any given time, have included margin loans made by brokerage firms in the ordinary course of business. As described above, the aggregate amount of funds used by the Reporting Persons in purchasing the call options contracts on behalf of the Funds (other than PRA Master Fund) and the Managed Accounts was \$494,735 (excluding commissions and other execution-related costs).

The Shares described herein that were sold short on behalf of the Funds (other than PRA Master Fund) and the Managed Accounts were obtained by the Funds (other than PRA Master Fund) and the Managed Accounts from prime brokers pursuant to customary securities lending agreements.

Except as otherwise described herein, no contracts, arrangements, understandings or similar relationships exist with respect to the securities of the Company among or between the Reporting Persons or any other person or entity.

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Joint Filing Agreement, dated as of March 16, 2015, among the Reporting Persons.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 16, 2015

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LP, its Sole Member

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager of Supernova Management LLC, the General Partner of  
Magnetar Capital Partners LP

MAGNETAR CAPITAL PARTNERS LP

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager of Supernova Management LLC, the General Partner of  
Magnetar Capital Partners LP

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager

/s/ Alec N. Litowitz

Alec N. Litowitz

**SCHEDULE A**

**PRA Master Fund**

Date	Number of Shares		Price Per Share\$(4)(5)
	Bought (Sold)		
02/12/2015	626,176		\$11.6686 <sup>(1)</sup>
03/03/2015	520,581		\$11.5861 <sup>(2)</sup>
03/06/2015	174,061		\$11.6772 <sup>(3)</sup>

(1) Reflects a weighted average purchase price of \$11.6686 per share, at prices ranging from \$11.625 to \$11.75 per share.

(2) Reflects a weighted average purchase price of \$11.5861 per share, at prices ranging from \$11.58 to \$11.59 per share.

(3) Reflects a weighted average purchase price of \$11.6772 per share, at prices ranging from \$11.65 to \$11.69 per share.

- (4) Excludes commissions and other execution-related costs.  
(5) Upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price will be provided.

**Funds (other than PRA Master Fund) and the Managed Accounts**

Date	Number of Shares Bought (Sold)	Price Per Share\$(2)(3)
02/12/2015	(2,500,000)	\$11.6343 <sup>(1)</sup>
02/12/2015	500,000	\$11.69
02/19/2015	(2,329)	\$11.65

- (1) Reflects a weighted average sale price of \$11.6343 per share, at prices ranging from \$11.62 to \$11.725 per share.  
(2) Excludes commissions and other execution-related costs.  
(3) Upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price will be provided.

**EXHIBIT INDEX**

Exhibit No.	Description
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