Match Group, Inc. Form 4 September 30, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

3235-0287

OMB APPROVAL

OMB Number:

January 31, Expires: 2005

Estimated average burden hours per

0.5 response...

1. Name and Address of Reporting Person * IAC/INTERACTIVECORP			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Match Group, Inc. [MTCH] 3. Date of Earliest Transaction	(Check all applicable)			
555 WEST 18TH STREET		ET	(Month/Day/Year) 09/28/2016	Director X 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
NEW YORK	X, NY 1001	1		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

NEW YORK, NY 1001	NEW	YORK,	NY	1001
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(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative :	Securi	ties Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(IIIsu: +)	
Common stock, par value \$0.001 (1)	09/28/2016		J <u>(1)</u>	11,409	A	\$ 15.67 (2)	932,417	D	
Common stock, par value \$0.001 (1)	09/28/2016		<u>J(1)</u>	3,596	A	\$ 16.42 (3)	936,013	D	
Common stock, par value \$0.001 (1)	09/28/2016		<u>J(1)</u>	1,843	A	\$ 17.59	937,856	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Titla			
						Exercisable	Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011		X				

Signatures

09/30/2016 Secretary

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents shares of common stock issued to/acquired by IAC/InterActiveCorp ("IAC") as reimbursement for shares of IAC common (1) stock issued in connection with the exercise of IAC stock options held by employees of Match Group, Inc. ("Match Group"), pursuant to the Employee Matters Agreement, dated November 24, 2015, between IAC and Match Group, as amended effective as of April 13, 2016.
- The price reflects a weighted average issuance price ranging from \$15.07 to \$15.75. The reporting person agrees to provide, upon request (2) by the Staff of the Securities and Exchange Commission, Match Group, Inc. or a security holder of Match Group, Inc., information regarding the number of shares issued at each separate price.
- The price reflects a weighted average issuance price ranging from \$16.29 to \$16.50. The reporting person agrees to provide, upon request (3) by the Staff of the Securities and Exchange Commission, Match Group, Inc. or a security holder of Match Group, Inc., information regarding the number of shares issued at each separate price.

Reporting Owners 2

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SEC 1474

(9-02)

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Tanya M. Stanich, Assistant

**Signature of Reporting Person

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.