IAC/INTERACTIVECORP

Form 4 April 03, 2018

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

Form 4 or

Form 5 obligations may continue.

See Instruction

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

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * IAC/INTERACTIVECORP

(First) (Middle)

555 WEST 18TH STREET

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Match Group, Inc. [MTCH]

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2018

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

(Check all applicable)

_X__ 10% Owner Director

Officer (give title _ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10011

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or))	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Stock, par value \$0.001 (1)	03/31/2018		J <u>(1)</u>	21,040	A	\$ 31.94	13,517,116	D	
Common Stock, par value \$0.001 (1)	03/31/2018		<u>J(1)</u>	19,255	A	\$ 32.3	13,536,371	D	
Common Stock, par value \$0.001 (1)	03/31/2018		<u>J(1)</u>	282,390	A	\$ 35.71	13,818,761	D	

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Common Stock, par value \$0.001 (1)	03/31/2018	<u>J(1)</u>	4,569	A	\$ 40.07	13,823,330	D
Common Stock, par value \$0.001 (1)	03/31/2018	J <u>(1)</u>	18,383	A	\$ 41.58	13,841,713	D
Common Stock, par value \$0.001 (1)	03/31/2018	<u>J(1)</u>	9,779	A	\$ 43.16	13,851,492	D
Common Stock, par value \$0.001 (1)	03/31/2018	J <u>(1)</u>	63,898	A	\$ 44.23 (2)	13,915,390	D
Common Stock, par value \$0.001 (1)	03/31/2018	<u>J(1)</u>	36,674	A	\$ 45.53 (3)	13,952,064	D
Common Stock, par value \$0.001 (1)	03/31/2018	<u>J(1)</u>	1,599	A	\$ 46.71	13,953,663	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	0 8) D S A (A D 0 (1	Number		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V (.	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

IAC/INTERACTIVECORP
555 WEST 18TH STREET

NEW YORK, NY 10011

Signatures

Tanya M. Stanich, Assistant Secretary 04/03/2018

**Signature of Reporting Person 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 stock issued in connection with:(i) the settlement of Match Group, Inc. ("Match Group") equity awards formerly denominated in shares of
- (1) a Match Group subsidiary held by Match Group employees and (ii) the exercise/vesting of IAC equity awards by/for Match Group employees, in all cases, 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 \$44.20 to \$44.23. The reporting person agrees to provide, upon request (2) by the Staff of the Securities and Exchange Commission, Match Group or a security holder of Match Group, information regarding the number of shares issued at each separate price.
- The price reflects a weighted average issuance price ranging from \$45.43 to \$45.70. The reporting person agrees to provide, upon request (3) by the Staff of the Securities and Exchange Commission, Match Group or a security holder of Match Group, information regarding the number of shares issued at each separate price.

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.

Reporting Owners 3