

IAC/INTERACTIVECORP

Form 4

February 26, 2018

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
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

555 WEST 18TH STREET

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Match Group, Inc. [MTCH]

3. Date of Earliest Transaction
(Month/Day/Year)

02/22/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 ⁽¹⁾	02/22/2018		J ⁽¹⁾	21,711	A \$ 31.63 ⁽²⁾	12,865,153	D
Common Stock, par value \$0.001 ⁽¹⁾	02/22/2018		J ⁽¹⁾	498,205	A \$ 33.59 ⁽³⁾	13,363,358	D
Common Stock, par value \$0.001 ⁽¹⁾	02/22/2018		J ⁽¹⁾	5,029	A \$ 34.83 ⁽⁴⁾	13,368,387	D

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Common Stock, par value \$0.001 ⁽¹⁾	02/22/2018	J ⁽¹⁾	127,689	A	\$ 41.25 <u>(5)</u>	13,496,076	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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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

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

Signatures

Tanya M. Stanich, Assistant Secretary 02/26/2018

****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).

(1) 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 a Match Group subsidiary held by Match Group employees and/or (ii) the exercise/vesting of IAC equity awards by/for Match Group

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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 \$31.40 to \$32.24. 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 \$33.53 to \$33.60. 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.

- The price reflects a weighted average issuance price ranging from \$34.71 to \$34.94. The reporting person agrees to provide, upon request
- (4) 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 \$40.96 to \$41.91. The reporting person agrees to provide, upon request
- (5) 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.

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