

GCI LIBERTY, INC.

Form 3

March 13, 2018

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

GCI LIBERTY, INC.

(Last)

(First)

(Middle)

12300 LIBERTY BOULEVARD

(Street)

ENGLEWOOD, CO 80112

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/09/2018

3. Issuer Name and Ticker or Trading Symbol  
LendingTree, Inc. [TREE]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

3,223,989

I

By Wholly-Owned Subsidiary

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)Date  
ExercisableExpiration  
Date

Title

Amount or  
Number of

				Shares		(I) (Instr. 5)	
Forward Sale Contract (Obligation to Sell)	Â (1)(2)	Â (1)(2)	Common Stock	642,850	\$ (1) (2)	I	By Wholly-Owned Subsidiary

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GCI LIBERTY, INC. 12300 LIBERTY BOULEVARD ENGLEWOOD,Â COÂ 80112	Â X	Â X	Â	Â

## Signatures

GCI Liberty, Inc. By: /s/ Craig Troyer Title: Senior Vice President and Assistant Secretary

03/13/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) On June 6, 2017, a wholly-owned subsidiary of Liberty Interactive (as defined in the Remarks section) entered into a forward sale transaction with a financial institution (the "Counterparty") with respect to 642,850 shares (the "Number of Shares") of Common Stock (as defined in the Remarks section). The Reporting Person has pledged the Number of Shares to secure its obligations under the transaction, and retained dividend and voting rights in such pledged shares. The transaction will settle on a cash settlement basis or, at the election of the Reporting Person with the consent of the Counterparty, on a physical settlement basis. The transaction will settle in twenty components over twenty consecutive trading days beginning on or about May 17, 2019.
- In the case of cash settlement, on the relevant settlement date for each component: (i) if the volume weighted average price per share of Common Stock on the valuation date for such component is lower than \$128.0250 (the "Floor Price"), the Counterparty shall pay the Reporting Person (in cash) the difference multiplied by the Number of Shares, (ii) if the volume weighted average price per share of Common Stock on the valuation date for such component is higher than \$211.6680 (the "Cap Price"), the Reporting Person shall pay the Counterparty (in cash) the difference multiplied by the Number of Shares, and (iii) if the volume weighted average price per share of Common Stock on the valuation date for such component is greater than or equal to the Floor Price but less than or equal to the Cap Price, no amount will be payable.

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### Remarks:

OnÂ MarchÂ 9,Â 2018,Â theÂ transactionsÂ contemplatedÂ byÂ theÂ AgreementÂ andÂ PlanÂ ofÂ Reorganization,Â date

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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