

IAC/INTERACTIVECORP
Form 4
July 03, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
Match Group, Inc. [MTCH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
555 WEST 18TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10011

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/30/2018 | | J ⁽¹⁾ | | 12,624 | A | \$ 38.09 |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/30/2018 | | J ⁽¹⁾ | | 49,861 | A | \$ 40.63 ⁽²⁾ |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/30/2018 | | J ⁽¹⁾ | | 50,105 | A | \$ 41.77 ⁽³⁾ |

Common Stock, par value \$0.001 ⁽¹⁾ 06/30/2018 J⁽¹⁾ 15,054 A \$ 42.56 ⁽⁴⁾ 15,124,896 D

Common Stock, par value \$0.001 ⁽¹⁾ 06/30/2018 J⁽¹⁾ 13,411 A \$ 43.3 ⁽⁵⁾ 15,138,307 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.

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(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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount 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 07/03/2018
**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 of Match Group, Inc. ("MTCH") issued to/acquired by IAC/InterActiveCorp ("IAC") as reimbursement for shares of IAC common stock issued in connection with: (i) the settlement of MTCH equity awards formerly denominated in shares of a MTCH subsidiary and (ii) the exercise of IAC stock options, in each case, held by MTCH employees pursuant to the Employee Matters Agreement, dated November 24, 2015, between IAC and MTCH, as amended effective as of April 13, 2016.
 - (1) The price reflects a weighted average issuance price ranging from \$40.02 to \$40.87. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, MTCH or a security holder of MTCH, information regarding the number of shares issued at each separate price.
 - (2) The price reflects a weighted average issuance price ranging from \$41.15 to \$41.77. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, MTCH or a security holder of MTCH, information regarding the number of shares issued at each separate price.
 - (3) The price reflects a weighted average issuance price ranging from \$42.34 to \$42.78. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, MTCH or a security holder of MTCH, information regarding the number of shares issued at each separate price.
 - (4) The price reflects a weighted average issuance price ranging from \$43.01 to \$43.90. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, MTCH or a security holder of MTCH, information regarding the number of shares issued at each separate price.
 - (5)

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.