

LEBDA DOUGLAS R
Form 4
February 26, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEBDA DOUGLAS R

(Last) (First) (Middle)

11115 RUSHMORE DR.

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

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

LendingTree, Inc. [TREE]

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

02/24/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman & CEO

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|--------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/24/2019 | | M | | 215 | A | <u>11</u> | 4,877 | I | By Spouse. <u>(2)</u> |
| Common Stock | 02/24/2019 | | F | | 67 | D | \$ 325.58 | 4,810 | I | By Spouse. <u>(2)</u> <u>(3)</u> |
| Common Stock | | | | | | | | 632,204 | D | |
| Common Stock | | | | | | | | 45,374 | I | Through Family Trust. |
| Common Stock | | | | | | | | 1,000,000 | I | Through Lebda |

Family
Holdings,
LLC. ⁽⁴⁾

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

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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. 3) |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restrictive Stock Units | (1) | 02/24/2019 | | M | 215 | (5) | (5) | Common Stock | 215 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEBDA DOUGLAS R 11115 RUSHMORE DR. CHARLOTTE, NC 28277 | X | X | Chairman & CEO | |

Signatures

/s/ Ryan S. Quinn as Attorney-in-Fact for Douglas R.
Lebda

02/26/2019

**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) Restricted stock units convert into common stock on a one-for-one basis.

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- (2) The reporting person disclaims beneficial ownership of the shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of the shares for purposes of Section 16 or any other purpose.
- (3) Disposition by the reporting person's spouse to the Company to satisfy tax withholding requirements in connection with the vesting of restricted stock units; no shares were sold by spouse.
- The reporting person disclaims beneficial ownership of the shares in which he does not have a pecuniary interest, and this report shall not
- (4) be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (5) On February 24, 2016, the reporting person's spouse was granted 644 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant 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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