

IAC/INTERACTIVECORP
Form 4
February 26, 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)
02/22/2018

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

NEW YORK, NY 10011
(City) (State) (Zip)

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

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
 02/22/2018 J⁽¹⁾ 127,689 A \$ 41.25 13,496,076 D
 \$0.001 ⁽¹⁾ ⁽⁵⁾

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. 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 Owned Following Transaction (Instr. 5)
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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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