De Rycker Sonali Form 4 September 25, 2012

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * De Rycker Sonali

2. Issuer Name and Ticker or Trading Symbol

IAC/INTERACTIVECORP [IACI]

5. Relationship of Reporting Person(s) to

Issuer

below)

3. Date of Earliest Transaction

(Check all applicable)

C/O ACCEL PARTNERS, 16 ST.

(Street)

(State)

(First)

(Middle)

(Zip)

09/22/2012

(Month/Day/Year) _X__ Director Officer (give title Other (specify

. C. 1 ...

JAMES'S STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LONDON, X0 SW1A 1ER

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly 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. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	(111811. 4)	
Common Stock, par value \$0.001 (1)	09/22/2012		M <u>(1)</u>	2,071	A	\$ 0	2,337	D	
Common Stock, par value \$0.001 (2)	09/22/2012		F(2)	622	D	\$ 53.22	1,715 (3)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number corof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Date (Month/Day/Yea	ble and Expiration	7. Title and A Underlying S (Instr. 3 and	Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Restricted Stock Units (1)	\$ 0	09/22/2012		M (1)	2,07	1 09/22/2012 <u>(4)</u>	09/22/2014(4)	Common Stock, par value \$0.001	2,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
rg	Director	10% Owner	Officer	Other		
De Rycker Sonali						
C/O ACCEL PARTNERS	X					
16 ST. JAMES'S STREET	Λ					
LONDON, X0 SW1A 1ER						

Signatures

Tanya M. Stanich as Attorney-in-Fact for Sonali De Rycker 09/25/2012

**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 IAC common stock acquired upon the vesting of restricted stock units (see footnote 4 below).
- (2) Represents shares of IAC common stock withheld to cover the payment of taxes in connection with the vesting of restricted stock units (see footnote 4 below).
- (3) Includes (i) 1,449 shares of IAC common stock held directly by the reporting person and (ii) 266 share units accrued under the Non-Employee Director Deferred Compensation Plan as of the date of this report.
- (4) The terms of this award provide for vesting in three equal installments on the anniversary of the grant date, September 22, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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