

Stein Mark J
Form 4
February 14, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stein Mark J

(Last) (First) (Middle)

C/O
IAC/INTERACTIVECORP, 555
WEST 18TH STREET

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

IAC/INTERACTIVECORP [IAC]

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

02/12/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & CSO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
				(A) or (D)			
			Code	V	Amount		Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <u>(1)</u>	\$ 0	02/12/2019	A	4,494			02/13/2019 ⁽¹⁾	02/12/2022 ⁽¹⁾	Common Stock, par value \$0.001	4,494
Restricted Stock Units <u>(2)</u>	\$ 0	02/12/2019	A	8,988			02/13/2019 ⁽²⁾	02/12/2024 ⁽²⁾	Common Stock, par value \$0.001	8,988

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stein Mark J C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			EVP & CSO	

Signatures

Tanya M. Stanich as Attorney-in-Fact for Mark Stein

02/14/2019

 **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).
- Represents performance-based restricted stock units that vest on any day during the three year period following the grant date after any 10 consecutive trading day period during which the closing price per share of IAC common stock is equal to or greater than \$267.00 (a 20% increase to the closing price of IAC common stock on the grant date), subject to the reporting person's employment on the date the performance requirement is satisfied. Shares of IAC common stock acquired upon the vesting of these performance-based restricted stock units may not be sold until the earlier of: (x) one year from the vesting date or (y) the original term of the award (three years).
- Represents performance-based restricted stock units that vest on any day during the five year period following the grant date after any 10 consecutive trading day period during which the closing price per share of IAC common stock is equal to or greater than \$333.75 (a 50% increase to the closing price of IAC common stock on the grant date), subject to the reporting person's employment on the date the performance requirement is satisfied. Shares of IAC common stock acquired upon the vesting of these performance-based restricted stock units may not be sold until the earlier of: (x) one year from the vesting date or (y) the original term of the award (five years).

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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