

Match Group, Inc.
Form SC 13D/A
August 10, 2017

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 5)**

MATCH GROUP, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

57665R106

(CUSIP Number)

Gregg Winiarski

Executive Vice President, General Counsel & Secretary

IAC/InterActiveCorp

555 West 18th Street

New York, NY 10011

Telephone: (212) 314-7300

Facsimile: (212) 314-7309

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

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August 9, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- | | |
|-----|---|
| 1. | Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
IAC/InterActiveCorp (59-2712887) |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
OO |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input checked="" type="checkbox"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
221,471,216 (1) |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
221,471,216 (1) |
| 10. | Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
221,471,216 (1) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
81.8% (2) |
| 14. | Type of Reporting Person (See Instructions)
CO |

(1) Reflects 11,551,814 shares of common stock, par value \$0.001, of Match Group, Inc. (Match Group) and 209,919,402 shares of Class B common stock, par value \$0.001, of Match Group beneficially owned by IAC/InterActiveCorp (in the case of the shares of Class B common stock, on an as converted basis into shares of common stock in accordance with their terms).

(2) Assumes conversion of all shares of Class B common stock beneficially owned by IAC/InterActiveCorp into shares of common stock on a one-for-one basis. Because each share of Class B common stock is entitled to ten votes per share and each share of common stock is entitled to one vote per share, IAC/InterActiveCorp may be deemed to beneficially own equity securities of Match Group representing approximately 97.7% of the total voting power of all classes of capital stock of Match Group, based on 52,293,740 and 209,919,402 shares of common stock and Class B Common Stock outstanding, respectively, on July 28, 2017. See Item 5.

Introductory Note

The Report on Schedule 13D relating to the common stock, par value \$0.001 per share (*Company Common Stock*), of Match Group, Inc., a Delaware corporation (the *Company* or *Match Group*), initially filed by IAC/InterActiveCorp (*IAC*) with the Securities and Exchange Commission (the *SEC*) on April 14, 2016 (the *Initial Schedule 13D*), as amended by Amendment Nos. 1, 2, 3 and 4 thereto filed with the SEC on June 30, 2016, April 4, 2017, July 24, 2017 and August 7, 2017, respectively, is hereby further amended and supplemented to include the information set forth in this Report on Schedule 13D/A (this *Amendment*), which constitutes Amendment No. 5 to the Initial Schedule 13D. Capitalized terms not defined herein have the meanings given to such terms in the Initial Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

The information set forth in Item 3 of the Initial Schedule 13D is hereby amended and supplemented as follows:

Pursuant to the Employee Matters Agreement, dated as of November 24, 2015, by and between IAC and the Company, as amended effective as of April 13, 2016 (the *Employee Matters Agreement*), 7,564,428 shares of Company Common Stock were issued to IAC on August 9, 2017, as reimbursement for 1,346,768 shares of common stock, par value \$0.001 of IAC (*IAC Common Stock*) issued in connection with the settlement of Match Group equity awards formerly denominated in shares of a Match Group subsidiary by Match Group employees.

Item 5. Interest in Securities of the Issuer.

The information set forth in paragraph (a) of Item 5 of the Initial Schedule 13D is hereby amended and supplemented as follows:

(a) IAC beneficially owns 11,551,814 shares of Company Common Stock, representing approximately 19.0% of the outstanding shares of Common Stock. IAC also beneficially owns 209,919,402 shares of Class B Common Stock, representing 100% of the outstanding shares of Class B Common Stock. In accordance with their terms, shares of Class B Common Stock are convertible into shares of Company Common Stock on a one-for-one basis, at any time at the election of IAC. On an as-converted basis, IAC is the beneficial owner of shares of Company Common Stock and Class B Common Stock representing approximately 97.7% of the total voting power of all classes of the Company's capital stock and 81.8% of the total outstanding shares of the Company's capital stock as of July 28, 2017.

Item 7. Materials to be Filed as Exhibits.

- 99.1 Employee Matters Agreement, dated as of November 24, 2015, by and between IAC/InterActiveCorp and Match Group, Inc. (incorporated by reference to Exhibit 10.2 to IAC/InterActiveCorp's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 24, 2015 (File No. 000-20570)).
- 99.2 Amendment Number One to the Employee Matters Agreement, effective as of April 13, 2016, by and between IAC/InterActiveCorp and Match Group, Inc. (previously filed as Exhibit 99.2 to the Schedule 13D filed by IAC/InterActiveCorp with the Securities and Exchange Commission on April 14, 2016).
- 99.3 Investor Rights Agreement, dated as of November 24, 2015, by and between IAC/InterActiveCorp and Match Group, Inc. (incorporated by reference to Exhibit 10.3 to IAC/InterActiveCorp's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 24, 2015 (File No. 000-20570)).

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information in this statement is true, complete and correct.

Dated: August 10, 2017

IAC/INTERACTIVECORP

/s/ GREGG WINIARSKI

Name:	Gregg Winiarski
Title:	Executive Vice President, General Counsel & Secretary