

IAC/INTERACTIVECORP

Form 4

May 28, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DILLER BARRY**

(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 [IACI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/26/2015**

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 & Senior Executive

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                          |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                           | Price                                                                          |
| Common<br>Stock, par<br>value<br>\$0.001 | 05/26/2015                              |                                                             | M                                       |                                                                         | 5,788                                                                                                              | A                                                                          | \$<br>31.06                                                                    |
|                                          |                                         |                                                             |                                         |                                                                         | 5,788 <sup>(1)</sup>                                                                                               | D                                                                          |                                                                                |
| Common<br>Stock, par<br>value<br>\$0.001 | 05/26/2015                              |                                                             | M                                       |                                                                         | 699,946                                                                                                            | A                                                                          | \$<br>41.81                                                                    |
|                                          |                                         |                                                             |                                         |                                                                         | 705,734 <sup>(1)</sup>                                                                                             | D                                                                          |                                                                                |
| Common<br>Stock, par<br>value            | 05/26/2015                              |                                                             | F <sup>(2)</sup>                        |                                                                         | 569,023                                                                                                            | D                                                                          | \$<br>74.42                                                                    |
|                                          |                                         |                                                             |                                         |                                                                         | 136,711 <sup>(1)</sup>                                                                                             | D                                                                          |                                                                                |

\$0.001

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<br>Derivative<br>Security<br>(Instr. 3)                   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                                       |                                                                    |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>Number<br>Shares                                 |
| Options<br>to<br>Purchase<br>Common<br>Stock, par<br>value<br>\$0.001 | \$ 31.06                                                           | 05/26/2015                              |                                                             | M                                       | 5,788                                                                                                     | 06/07/2010 06/07/2015                                          | Common<br>Stock, par<br>value<br>\$0.001 5,788                      |
| Options<br>to<br>Purchase<br>Common<br>Stock, par<br>value<br>\$0.001 | \$ 41.81                                                           | 05/26/2015                              |                                                             | M                                       | 699,946                                                                                                   | 06/07/2010 06/07/2015                                          | Common<br>Stock, par<br>value<br>\$0.001 699,946                    |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                                   |       |
|---------------------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer                           | Other |
| DILLER BARRY<br>C/O IAC/INTERACTIVECORP<br>555 WEST 18TH STREET<br>NEW YORK, NY 10011 | X             |           | Chairman &<br>Senior<br>Executive |       |

## Signatures

Barry Diller

05/28/2015

\_\_\_\_\_  
\*\*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) Excludes shares of IAC Common Stock held by a family foundation, of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of all shares of IAC Common Stock held by the family foundation.
- (2) Represents (i) 395,654 shares of IAC Common Stock withheld to cover the payment of the exercise price and (ii) 173,369 shares of IAC Common Stock withheld for payment of taxes due, in each case, in connection with the exercise of stock options.

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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