

IAC/INTERACTIVECORP  
Form SC 13G/A  
February 14, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**InterActiveCorp**

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(Name of Issuer)

**Common Stock, par value \$.01 per share**

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(Title of Class of Securities)

**45840Q101**

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(CUSIP Number)

**December 31, 2004**

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(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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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CUSIP No. **45840Q101**

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

**Microsoft Corporation**

**91-1144442**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

**WA**

5. Sole Voting Power

Number of 51,733,277

Shares 6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 51,733,277

With 8. Shared Dispositive Power

**0**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

**51,733,277**

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**7.5%**

12. Type of Reporting Person (See Instructions)

**CO**

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**Item 1.** (a) Name of Issuer

**InterActiveCorp**

(b) Address of Issuer's Principal Executive Offices

**152 West 57<sup>th</sup> Street, New York, NY 10019**

**Item 2.** (a) Name of Person Filing

**Microsoft Corporation**

(b) Address of Principal Business Office or, if none, Residence

**One Microsoft Way, Redmond, WA 98052-6399**

(c) Citizenship

**WA**

(d) Title of Class of Securities

**Common Stock, par value \$.01**

(e) CUSIP Number

**45840Q101**

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

**51,733,277**

(b) Percent of class:

**7.5%**

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

**51,733,277**

(ii) Shared power to vote or to direct the vote

**0**

(iii) Sole power to dispose or to direct the disposition of

**51,733,277**

(iv) Shared power to dispose or to direct the disposition of

**0**

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

**Not Applicable**

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent**

**Holding Company or Control Person**

**Not Applicable**

**Item 8. Identification and Classification of Members of the Group**

**Not Applicable**

**Item 9. Notice of Dissolution of Group**

**Not Applicable**

**Item 10. Certification**

**By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and held in connection with or as a participant in any transaction having that purpose or effect.**

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 3, 2005  
Date

**MICROSOFT CORPORATION**

/s/ Keith R. Dolliver

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Signature

Keith R. Dolliver, Assistant Secretary  
Name/Title