

IAC/INTERACTIVECORP
Form 4
December 20, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person
BLATT GREGORY R

(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)
12/18/2013

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)
CEO

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.001 | 12/18/2013 | | M ⁽¹⁾ | | 134,115 | A | \$ 20.08 |
| Common Stock, par value \$0.001 | 12/18/2013 | | D ⁽²⁾ | | 134,115 | D | \$ 60.09 |
| Common Stock, par value | 12/18/2013 | | M ⁽¹⁾ | | 134,115 | A | \$ 22.7 |

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| | | | | | | | |
|---|------------|------------------|---------|---|-------------|---------|---|
| \$0.001 Common Stock, par value \$0.001 | 12/18/2013 | D ⁽²⁾ | 134,115 | D | \$ 60.09 | 317,598 | D |
| \$0.001 Common Stock, par value \$0.001 | 12/18/2013 | M ⁽¹⁾ | 134,115 | A | \$ 25.31 | 451,713 | D |
| \$0.001 Common Stock, par value \$0.001 | 12/18/2013 | D ⁽²⁾ | 134,115 | D | \$ 60.09 | 317,598 | D |
| \$0.001 Common Stock, par value \$0.001 | 12/19/2008 | M ⁽¹⁾ | 134,115 | A | \$ 16.28 | 451,713 | D |
| \$0.001 Common Stock, par value \$0.001 | 12/19/2013 | D ⁽²⁾ | 134,115 | D | \$ 60.09 | 317,598 | D |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Options to Purchase Common Stock | \$ 20.08 | 12/18/2013 | | M ⁽³⁾ | 134,115 | 01/31/2009 | 04/09/2018 | Common Stock, par value \$0.001 | 134,115 |
| Options to | \$ 22.7 | 12/18/2013 | | M ⁽³⁾ | 134,115 | 01/31/2009 | 04/09/2018 | Common Stock, par | 134,115 |

| | | | | | | | | | |
|--|----------|------------|------------------|---------|------------|------------|--|--|---------|
| Purchase Common Stock | | | | | | | | value \$0.001 | |
| Options to Purchase Common Stock | \$ 25.31 | 12/18/2013 | M ⁽³⁾ | 134,115 | 01/31/2009 | 04/09/2018 | | Common Stock, par value \$0.001 | 134,115 |
| Options to Purchase Common Stock | \$ 16.28 | 12/19/2013 | M ⁽³⁾ | 134,115 | 12/17/2009 | 12/17/2018 | | Common Stock, par value \$0.001 | 134,115 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BLATT GREGORY R C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011 | X | | CEO | |

Signatures

Tanya M. Stanich as Attorney-in-Fact for Gregory R. Blatt 12/20/2013

__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) Reflects shares of IAC common stock acquired upon the exercise of stock options that were ultimately settled in cash (see footnote 2 below).
- (2) Reflects shares acquired from the reporting person by the issuer for cash at a price per share determined by reference to the applicable plan governing the related stock options.
After the stock option exercises reported on this Form 4, the reporting person holds: (i) 750,000 options to purchase IAC common stock with an exercise price of \$32.00 (562,500 of which are vested and the balance of which vest on December 1, 2014), (ii) 352,037 options to purchase IAC common stock with an exercise price of \$47.06 that vest in equal installments over four years on the anniversary of the grant date (May 3, 2013), (iii) up to 93,750 restricted stock units that vest on December 1, 2014, subject to market-based performance conditions, and (iv) 84,998 restricted stock units that vest in two equal installments on the second and third anniversaries of the grant date (May 3, 2013).
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.