

Liberty Interactive Corp
Form 4
March 13, 2018

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 *
Liberty Interactive Corp

2. Issuer Name and Ticker or Trading Symbol
LendingTree, Inc. [TREE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

12300 LIBERTY BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2018

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	03/09/2018		J(1)		3,223,989	D	(1) 0
						I	By Wholly-Owned Subsidiary

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount of Shares
Forward Sale Contract (Obligation to Sell)	(2) (3)	03/09/2018		J(1)	642,850	(2)(3) (2)(3)	Common Stock	642,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Interactive Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	X	X		

Signatures

Liberty Interactive Corporation By: /s/ Craig Troyer Title: Senior Vice President, Deputy General Counsel and Assistant Secretary 03/13/2018

**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) The transactions reported on this Form relate to the Split-Off (as described in the Remarks section). In connection with the Split-Off, the Reporting Person's beneficial ownership of the shares of common stock of the Issuer (the "Common Stock") and the forward sale contract were transferred to GCI Liberty, Inc., an Alaska corporation ("GCI Liberty"). As the transfer of beneficial ownership of each of the Common Stock and the forward sale contract was part of a larger reorganization transaction involving the Reporting Person and GCI Liberty, the Reporting Person does not admit that there was a sale for purposes of Section 16(b) of the Securities Exchange Act of 1934, as amended.
- (2) On June 6, 2017, the Reporting Person entered into a forward sale transaction with a financial institution (the "Counterparty") with respect to 642,850 shares (the "Number of Shares") of Common Stock. The Reporting Person pledged the Number of Shares to secure its obligations under the transaction, and retained dividend and voting rights in such pledged shares. The transaction will settle on a cash settlement basis or, at the election of the Reporting Person with the consent of the Counterparty, on a physical settlement basis. The transaction will settle in twenty components over twenty consecutive trading days beginning on or about May 17, 2019.
- (3) In the case of cash settlement, on the relevant settlement date for each component: (i) if the volume weighted average price per share of Common Stock on the valuation date for such component is lower than \$128.0250 (the "Floor Price"), the Counterparty shall pay the Reporting Person (in cash) the difference multiplied by the Number of Shares, (ii) if the volume weighted average price per share of Common Stock on the valuation date for such component is higher than \$211.6680 (the "Cap Price"), the Reporting Person shall pay the Counterparty (in cash) the difference multiplied by the Number of Shares, and (iii) if the volume weighted average price per share of Common Stock on the valuation date for such component is greater than or equal to the Floor Price but less than or equal to the Cap Price, no amount will be payable.

Remarks:

On March 9, 2018, the transactions contemplated by the Agreement and Plan of Reorganization, dated as of April 4, 2017, by

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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