

IAC/INTERACTIVECORP  
Form 4  
May 28, 2015

**FORM 4**

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

OMB APPROVAL

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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

(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 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 or Price   |  |   |
| Common Stock, par value \$0.001 | 05/26/2015                           |  | M                              |   | 5,788 A \$ 31.06  | 5,788 <sup>(1)</sup>                                     | D   |
| Common Stock, par value \$0.001 | 05/26/2015                           |  | M                              |   | 699,946 A \$ 41.81  | 705,734 <sup>(1)</sup>                                   | D   |
| Common Stock, par value         | 05/26/2015                           |  | F <sup>(2)</sup>               |   | 569,023 D \$ 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.**

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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, par value \$0.001 | \$ 31.06   | 05/26/2015                           |  | M                              | 5,788   | 06/07/2010   | 06/07/2015      | Common Stock, par value \$0.001                               | 5,788                |
| Options to Purchase Common Stock, par value \$0.001 | \$ 41.81   | 05/26/2015                           |  | M                              | 699,946   | 06/07/2010   | 06/07/2015      | Common Stock, par value \$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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