

Match Group, Inc.  
Form 4  
September 30, 2016

**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 \*  
IAC/INTERACTIVECORP

2. Issuer Name and Ticker or Trading Symbol  
Match Group, Inc. [MTCH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
555 WEST 18TH STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/28/2016

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

NEW YORK, NY 10011

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

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

(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)
Common stock, par value \$0.001 <sup>(1)</sup>	09/28/2016		J <sup>(1)</sup>	11,409 A	\$ 15.67 <sup>(2)</sup> 932,417	D	
Common stock, par value \$0.001 <sup>(1)</sup>	09/28/2016		J <sup>(1)</sup>	3,596 A	\$ 16.42 <sup>(3)</sup> 936,013	D	
Common stock, par value \$0.001 <sup>(1)</sup>	09/28/2016		J <sup>(1)</sup>	1,843 A	\$ 17.59 937,856	D	

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011		X		

## Signatures

Tanya M. Stanich, Assistant Secretary  
09/30/2016

\_\_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).
- Represents shares of common stock issued to/acquired by IAC/InterActiveCorp ("IAC") as reimbursement for shares of IAC common
- (1) stock issued in connection with the exercise of IAC stock options held by employees of Match Group, Inc. ("Match Group"), pursuant to the Employee Matters Agreement, dated November 24, 2015, between IAC and Match Group, as amended effective as of April 13, 2016. The price reflects a weighted average issuance price ranging from \$15.07 to \$15.75. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group, Inc. or a security holder of Match Group, Inc., information regarding the number of shares issued at each separate price.
  - (2) The price reflects a weighted average issuance price ranging from \$16.29 to \$16.50. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group, Inc. or a security holder of Match Group, Inc., information regarding the number of shares issued at each separate price.
  - (3) The price reflects a weighted average issuance price ranging from \$16.29 to \$16.50. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group, Inc. or a security holder of Match Group, Inc., information regarding the number of shares issued at each separate price.

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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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