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SEC 1474  
(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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Options to Purchase Common Stock <sup>(3)</sup> | \$ 45.78   | 02/02/2012                           |  | A                              | 60,000  | 02/02/2013 <sup>(3)</sup> 02/02/2016 <sup>(3)</sup>      | Common Stock, par value \$0.001                   |
| Options to Purchase Common Stock <sup>(4)</sup> | \$ 16.28   | 02/03/2012                           |  | M                              | 18,750  | 12/17/2009 <sup>(4)</sup> 12/17/2012 <sup>(4)</sup>      | Common Stock, par value \$0.001                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| Schwerdtman Michael H<br>C/O IAC/INTERACTIVECORP<br>555 WEST 18TH STREET<br>NEW YORK, NY 10011 |               |           | SVP & Controller |       |

## Signatures

Tanya M. Stanich as Attorney-in-Fact for Michael H. Schwerdtman  
Date: 02/06/2012

\*\*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) Represents shares of IAC common stock acquired upon the exercise of stock options (see footnote 4 below).

(2)

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The price reflects the weighted average of sales made at prices ranging from \$45.76 to \$46.15. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp or any security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.

- (3) Represents stock options granted pursuant to the Company's 2008 Stock and Annual Incentive Plan, which vest in equal installments over four years on the anniversary of February 2, 2012.
- (4) Represents stock options that vest in equal installments over four years on the anniversary of December 17, 2008.

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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