

IAC/INTERACTIVECORP  
Form 4  
February 14, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Schwerdtman Michael H

(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)  
02/10/2017

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)  
SVP & Controller

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 <sup>(1)</sup> | 02/10/2017                           |  | M <sup>(1)</sup>               |   | 15,000 A \$ 45.78   | 15,665   | D   |
| Common stock, par value \$0.001 <sup>(1)</sup> | 02/10/2017                           |  | M <sup>(1)</sup>               |   | 1,248 A \$ 40.37  | 16,913   | D   |
| Common Stock, par value                        | 02/10/2017                           |  | S                              |   | 16,248 D \$ 76.14 <sup>(2)</sup>  | 665  | D   |

\$0.001

|   |            |                  |       |   |             |       |   |
|---|------------|------------------|-------|---|-------------|-------|---|
| Common<br>Stock, par<br>value<br>\$0.001 <sup>(1)</sup> | 02/13/2017 | M <sup>(1)</sup> | 6,252 | A | \$<br>40.37 | 6,917 | D |
|---|------------|------------------|-------|---|-------------|-------|---|

|  |            |   |       |   |       |     |   |
|--|------------|---|-------|---|-------|-----|---|
| Common<br>Stock, par<br>value<br>\$0.001 | 02/13/2017 | S | 6,252 | D | \$ 76 | 665 | D |
|--|------------|---|-------|---|-------|-----|---|

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.** 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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Options to Purchase Common Stock           | \$ 45.78   | 02/10/2017                           |  | M                              | 15,000  | 02/02/2014 <sup>(3)</sup> 02/02/2022 <sup>(3)</sup>      | Common Stock, par value \$0.001                             |
| Options to Purchase Common Stock           | \$ 40.37   | 02/10/2017                           |  | M                              | 1,248   | 02/10/2017 <sup>(4)</sup> 02/10/2026 <sup>(4)</sup>      | Common Stock, par value \$0.001                             |
| Options to Purchase Common Stock           | \$ 40.37   | 02/13/2017                           |  | M                              | 6,252   | 02/10/2017 <sup>(4)</sup> 02/10/2026 <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.<br>Schwerdtman | 02/14/2017 |
| **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 footnotes 3 and 4 below).  
The price reflects the weighted average of sales made at prices ranging from \$76.00 to \$76.24. The reporting person agrees to provide
- (2) 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 fully vested stock options.
- (4) Represents stock options that vested/vest in four equal installments on the anniversary of the grant date (February 10, 2016).

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.