

BLATT GREGORY R
Form 4
March 07, 2013

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 *
BLATT GREGORY R

2. Issuer Name and Ticker or Trading Symbol
IAC/INTERACTIVECORP [IACI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2013

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

C/O
IAC/INTERACTIVECORP, 555
WEST 18TH STREET

(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

NEW YORK, NY 10011

(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, par value \$0.001 | 03/05/2013 | | A ⁽¹⁾ | | 87,991 | A | \$ 40.99 |
| Common Stock, par value \$0.001 | 03/05/2013 | | S ⁽²⁾ | | 34,510 | D | \$ 41.64 ⁽³⁾ |
| Common Stock, par value | 03/05/2013 | | S ⁽²⁾ | | 53,481 | D | \$ 42.24 ⁽³⁾ |
| | | | | | | | 274,494 |

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| | | | | | | | | |
|--|------------|------------------|--------|---|---------------------------|---------|---|--|
| \$0.001 | | | | | | | | |
| Common Stock, par value \$0.001 | 03/06/2013 | A ⁽¹⁾ | 80,561 | A | \$ 42.61 | 355,055 | D | |
| Common Stock, par value \$0.001 | 03/06/2013 | S ⁽²⁾ | 80,561 | D | \$ 42.38 <u>(3)</u> | 274,494 | D | |
| Common Stock, par value \$0.001 | 03/07/2013 | A ⁽¹⁾ | 79,955 | A | \$ 42.3 | 354,499 | D | |
| Common Stock, par value \$0.001 | 03/07/2013 | S ⁽²⁾ | 79,955 | D | \$ 42.33 <u>(3)</u> | 274,494 | 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.

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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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| | X | | CEO | |

BLATT GREGORY R
C/O IAC/INTERACTIVECORP
555 WEST 18TH STREET
NEW YORK, NY 10011

Signatures

Tanya M. Stanich as Attorney-in-Fact for Gregory R.
Blatt

03/07/2013

__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 IAC common stock acquired directly from IAC/InterActiveCorp ("IAC") on March 5-7, 2013 in settlement of a compensation award (the "Match Award") made on February 18, 2009 in connection with the reporting person's appointment as CEO of

(1) Match.com. The payment made is based on a valuation of Match.com as a standalone business, and the terms of the Match Award provide IAC with the ability to settle the resulting value in either cash or shares of IAC common stock, at its election. IAC elected to settle in shares of stock.

(2) Represents the open market sale of the shares of IAC common stock received by the reporting person as described in footnote (1). The staggered exercises and sales were intended to minimize the differential (positive or negative) between the resulting value to the reporting person and what he would have received in the case of a cash settlement.

(3) The price reflects the weighted average of sales made at prices ranging from \$40.99 to \$41.98 (3/5/13), \$42.01 to \$42.49 (3/5/13), \$42.18 to \$42.84 (3/6/13) and \$42.44 to \$42.67 (3/7/13). 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.

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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