

IAC/INTERACTIVECORP

Form 4

February 14, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KAUFMAN VICTOR

(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)

Vice Chairman

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 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 ⁽¹⁾	02/10/2017		M ⁽¹⁾	2,889 A	\$ 0 145,067	D	
Common Stock, par value \$0.001 ⁽²⁾	02/10/2017		F ⁽²⁾	1,579 D	\$ 76.82 143,488	D	
Common Stock, par value	02/11/2017		M ⁽¹⁾	1,763 A	\$ 0 145,251	D	

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\$0.001 ⁽¹⁾

Common
Stock, par
value

02/11/2017

F⁽²⁾

920

D

\$
75.89

144,331

D

\$0.001 ⁽²⁾

Common
Stock, par
value

02/11/2017

M⁽¹⁾

1,891

A

\$ 0

146,222

D

\$0.001 ⁽¹⁾

Common
Stock, par
value

02/11/2017

F⁽²⁾

987

D

\$
75.89

145,235

D

\$0.001 ⁽²⁾

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Num of Shar
Restricted Stock Units ⁽³⁾	\$ 0	02/10/2017		M	2,889	02/10/2017 ⁽³⁾ 02/10/2019 ⁽³⁾	Common Stock, par value \$0.001 2,8
Restricted Stock Units ⁽³⁾	\$ 0	02/11/2017		M	1,763	02/11/2015 ⁽³⁾ 02/11/2017 ⁽³⁾	Common Stock, par value \$0.001 1,7
Restricted Stock Units ⁽³⁾	\$ 0	02/11/2017		M	1,891	02/11/2016 ⁽³⁾ 02/11/2018 ⁽³⁾	Common Stock, par value \$0.001 1,8

Reporting Owners

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

Signatures

Joanne Hawkins as Attorney-in-Fact for Victor
Kaufman

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 vesting of restricted stock units (see footnote 3 below).
- (2) Represents shares of IAC common stock withheld to cover the payment of taxes due in connection with the vesting of restricted stock units (see footnote 3 below).
- (3) Represents restricted stock units that vested/vest in equal installments (1/3) over three years on the anniversary of the grant date (February 11, 2014, February 11, 2015 and February 10, 2016), subject to continued service and the satisfaction of certain performance goals.

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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