

Tree.com, Inc.  
Form 4  
August 22, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
**HARRIS ROBERT L**

(Last) (First) (Middle)

11115 RUSHMORE DRIVE

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Tree.com, Inc. [TREE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/20/2008

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)  
Pres., Lending Tree Exchange

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, par value \$0.01  | 08/20/2008                           |  | J(1)                           | 655 A \$ 0  | 655   | 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)**

Edgar Filing: Tree.com, Inc. - Form 4

| 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 | 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) |                                |                            |
|--|--|--------------------------------------|--|---------------------|---|--|---|--------------------------------|----------------------------|
|  |  |                                      |  | Code                | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                          | Amount or Number of Shares |
| Restricted Stock Units <sup>(2)</sup>      | \$ 0   |                                      |  |                     |   | 02/16/2008   | 02/16/2012  | Common Stock, par value \$0.01 | 3,573                      |
| Restricted Stock Units <sup>(3)</sup>      | \$ 0   |                                      |  |                     |   | 02/06/2011   | 02/06/2011  | Common Stock, par value \$0.01 | 17,408                     |
| Restricted Stock Units <sup>(3) (4)</sup>  | \$ 0   | 08/20/2008                           |  | J                   | 12,243  | 02/16/2010   | 02/16/2010  | Common Stock, par value \$0.01 | 12,244                     |
| Restricted Stock Units <sup>(3) (4)</sup>  | \$ 0   | 08/20/2008                           |  | J                   | 9,137   | 06/18/2010   | 06/18/2010  | Common Stock, par value \$0.01 | 9,137                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| HARRIS ROBERT L<br>11115 RUSHMORE DRIVE<br>CHARLOTTE, NC 28277 |               |           | Pres., Lending Tree Exchange |       |

## Signatures

Tanya Stanich as Attorney-in-Fact for Robert L. Harris 08/22/2008

\*\*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) Reflects the acquisition of common stock, par value \$0.01, of Tree.com ("Tree.com") in connection with the spin-off by IAC/InterActiveCorp ("IAC") of Tree.com, which was completed following the close of the market on August 20, 2008. The distribution of Tree.com common stock was effected by way of a dividend, pursuant to which holders of IAC common stock on August 11, 2008

## Edgar Filing: Tree.com, Inc. - Form 4

received one-thirtieth of one share of Tree.com common stock for every one share of IAC common stock held.

- (2) Reflects the receipt of Tree.com restricted stock units in respect of previously granted IAC restricted stock units in connection with the Spin-Off, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of common stock underlying such restricted stock units, to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split.

- (3) In connection with the Spin-Off, these previously granted restricted stock units were converted into restricted stock units of each of IAC, HSN, ILG, TM and Tree.com, with adjustments (to maintain pre- and post-spin-off values) to the number of shares of common stock underlying such restricted stock units to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split. Reflects the receipt of Tree.com restricted stock units in connection with the adjustment described immediately above.

- (4) Also reflects an amendment made to the terms of previously granted performance-based restricted stock units in contemplation of the Spin-Off to fix the number of shares of common stock subject to the award and remove the performance conditions.

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.