

Schwerdtman Michael H
 Form 4
 August 17, 2017

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 *
 Schwerdtman Michael H

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)
 C/O
 IAC/INTERACTIVECORP, 555
 WEST 18TH STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/15/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP & Controller

NEW YORK, NY 10011

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

(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 | Price | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 08/15/2017 | | M ⁽¹⁾ | | 18,166 | A \$ 66.19 | 18,831 D |
| Common Stock, par value \$0.001 ⁽¹⁾ | 08/15/2017 | | M ⁽¹⁾ | | 15,000 | A \$ 61.68 | 33,831 D |
| Common Stock, par value | 08/15/2017 | | M ⁽¹⁾ | | 37,500 | A \$ 77.26 | 71,331 D |

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\$0.001 ⁽¹⁾

| | | | | | | | |
|--|------------|---|-----|---|--------------|--------|---|
| Common Stock, par value \$0.001 | 08/15/2017 | S | 900 | D | \$ 106.04 | 70,431 | D |
|--|------------|---|-----|---|--------------|--------|---|

| | | | | | | | |
|--|------------|---|--------|---|----------------------------|-------|---|
| Common Stock, par value \$0.001 | 08/15/2017 | S | 64,801 | D | \$ 105.39 <u>(2)</u> | 5,630 | D |
|--|------------|---|--------|---|----------------------------|-------|---|

| | | | | | | | |
|--|------------|---|-------|---|----------------------------|-----|---|
| Common Stock, par value \$0.001 | 08/15/2017 | S | 4,965 | D | \$ 104.91 <u>(3)</u> | 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.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Options to Purchase Common Stock ⁽⁴⁾ | \$ 66.19 | 08/15/2017 | | M | 18,166 | 02/11/2015 ⁽⁴⁾ 02/11/2024 ⁽⁴⁾ | Common Stock, par value \$0.001 | 18,166 |
| Options to Purchase Common Stock ⁽⁵⁾ | \$ 61.68 | 08/15/2017 | | M | 15,000 | 02/11/2016 ⁽⁵⁾ 02/11/2025 ⁽⁵⁾ | Common Stock, par value \$0.001 | 15,000 |
| Options to Purchase Common Stock | \$ 77.26 | 08/15/2017 | | M | 37,500 | 06/24/2016 ⁽⁶⁾ 06/24/2025 ⁽⁶⁾ | Common Stock, par value \$0.001 | 37,500 |

Stock (6)

Reporting Owners

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

Signatures

Tanya M. Stanich as Attorney-in-Fact for Michael H.
Schwerdtman

08/17/2017

 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 4, 5 and 6).
The price reflects the weighted average of sales made at prices ranging from \$105.01 to \$106.01. 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.
The price reflects the weighted average of sales made at prices ranging from \$104.71 to \$105.00. The reporting person agrees to provide
- (3) 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.
- (4) Represents stock options that vested/vest in four equal installments on the anniversary of the grant date (February 11, 2014).
- (5) Represents stock options that vested/vest in four equal installments on the anniversary of the grant date (February 11, 2015).
- (6) Represents stock options that vested/vest in four equal installments on the anniversary of the grant date (June 24, 2015).

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.