

IAC/INTERACTIVECORP  
Form 4  
December 03, 2010

**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 \*  
**LIBERTY MEDIA CORP**

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)  
**12300 LIBERTY BOULEVARD**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/01/2010**

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

**ENGLEWOOD, CO 80112**  
  
(City) (State) (Zip)

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

**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
Class B Common Stock <sup>(1)</sup>	12/01/2010		J <sup>(2)</sup>		4,289,499	D	<sup>(2)</sup>
					8,510,500	I	Held through wholly-owned subsidiary
Class A Common Stock	12/01/2010		J <sup>(2)</sup>		4,289,499	A	<sup>(2)</sup>
					4,289,499	I	Held through wholly-owned subsidiary
Class B Common Stock <sup>(1)</sup>	12/01/2010		J <sup>(3)</sup>		8,510,500	D	<sup>(3)</sup>
					0	I	Held through wholly-owned subsidiary
Class A Common Stock	12/01/2010		J <sup>(3)</sup>		4,289,499	D	<sup>(3)</sup>
					0 <sup>(3)</sup>	I	Held through wholly-owned subsidiary

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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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B common stock <sup>(1)</sup>	<sup>(2)</sup> <sup>(3)</sup>	12/01/2010		J <sup>(2)(3)</sup>	12,799,999	<sup>(2)(3)</sup>	<sup>(2)(3)</sup>	Class A common stock	12,799,999

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

LIBERTY MEDIA CORP  
12300 LIBERTY BOULEVARD  
ENGLEWOOD, CO 80112

X

## Signatures

/s/ Charles Y. Tanabe, Executive Vice President and General Counsel

12/03/2010

\_\_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) Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder.

(2) Pursuant to a previously existing Stockholders Agreement between the reporting person and Barry Diller, on December 1, 2010, the reporting person exchanged 4,289,499 shares of Class B common stock owned by the reporting person for 4,289,499 shares of Class A common stock owned by Barry Diller (the "Liberty/Diller Exchange").

(3) Pursuant to a Stock Exchange Agreement, dated as of December 1, 2010 (the "Exchange Agreement"), by and among the reporting person, Liberty USA Holdings, LLC, the issuer and Celebrate Interactive, Inc., immediately subsequent to the Liberty/Diller Exchange, the reporting person exchanged 8,510,500 shares of Class B common stock and 4,289,499 shares of Class A common stock of the issuer for all of the issuer's interest in Celebrate Interactive, Inc., which was a subsidiary of the issuer that held certain businesses, and approximately \$220 million in cash (the "Liberty/IAC Exchange"). Pursuant to the Exchange Agreement, on December 1, 2010, the reporting person became irrevocably committed to deliver up to 120,000 shares of Class A common stock to the issuer upon the final determination of the working capital of the businesses the reporting person acquired in the Liberty/IAC Exchange.

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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