

IAC/INTERACTIVECORP
Form SC 13G/A
February 14, 2012

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2.**

(Amendment No. 2)*

IAC/INTERACTIVECORP

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

44919P508

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 44919P508

- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons Capital Ventures International | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Cayman Islands | |
| 5. | Sole Voting Power 5,022,384 Shares of Common Stock (1)(2) | Number of Shares Beneficially Owned by Each Reporting Person With |
| 6. | Shared Voting Power 5,075,407 Shares of Common Stock (1)(2) | |
| 7. | Sole Dispositive Power 5,022,384 Shares of Common Stock (1)(2) | |
| 8. | Shared Dispositive Power 5,075,407 Shares of Common Stock (1)(2) | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 5,075,407 Shares of Common Stock | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 6.2% | |
| 12. | Type of Reporting Person (See Instructions) CO | |

-
- (1) Susquehanna Capital Group, Susquehanna Investment Group and Susquehanna Securities are affiliated independent broker-dealers who, together with Capital Ventures International and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.
- (2) Susquehanna Advisors Group, Inc. is the investment manager to Capital Ventures International and as such may exercise voting and dispositive power over 5,022,384 of these shares.

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CUSIP No. 44919P508

- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons Susquehanna Advisors Group, Inc. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Pennsylvania | |
| 5. | Sole Voting Power 0 Shares of Common Stock | Number of Shares Beneficially Owned by Each Reporting Person With |
| 6. | Shared Voting Power 5,075,407 Shares of Common Stock (1)(2) | |
| 7. | Sole Dispositive Power 0 Shares of Common Stock | |
| 8. | Shared Dispositive Power 5,075,407 Shares of Common Stock (1)(2) | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 5,075,407 Shares of Common Stock (1)(2) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 6.2% | |
| 12. | Type of Reporting Person (See Instructions) CO | |

-
- (1) Susquehanna Capital Group, Susquehanna Investment Group and Susquehanna Securities are affiliated independent broker-dealers who, together with Capital Ventures International and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.
- (2) Susquehanna Advisors Group, Inc. is the investment manager to Capital Ventures International and as such may exercise voting and dispositive power over 5,022,384 of these shares.

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|-----|---|---|
| 1. | Names of Reporting Persons Susquehanna Capital Group | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| 5. | Sole Voting Power 1,328 Shares of Common Stock (1) | Number of Shares Beneficially Owned by Each Reporting Person With |
| 6. | Shared Voting Power 5,075,407 Shares of Common Stock (1) | |
| 7. | Sole Dispositive Power 1,328 Shares of Common Stock (1) | |
| 8. | Shared Dispositive Power 5,075,407 Shares of Common Stock (1) | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 5,075,407 Shares of Common Stock (1) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 6.2% | |
| 12. | Type of Reporting Person (See Instructions) BD, PN | |

(1) Susquehanna Capital Group, Susquehanna Investment Group and Susquehanna Securities are affiliated independent broker-dealers who, together with Capital Ventures International and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

CUSIP No. 44919P508

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|-----|---|---|
| 1. | Names of Reporting Persons Susquehanna Investment Group | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input type="radio"/> | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Pennsylvania | |
| 5. | Sole Voting Power 7,100 Shares of Common Stock (1) | Number of Shares Beneficially Owned by Each Reporting Person With |
| 6. | Shared Voting Power 5,075,407 Shares of Common Stock (1) | |
| 7. | Sole Dispositive Power 7,100 Shares of Common Stock (1) | |
| 8. | Shared Dispositive Power 5,075,407 Shares of Common Stock (1) | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 5,075,407 Shares of Common Stock (1) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) 6.2% | |
| 12. | Type of Reporting Person (See Instructions) BD, PN | |

(1) Susquehanna Capital Group, Susquehanna Investment Group and Susquehanna Securities are affiliated independent broker-dealers who, together with Capital Ventures International and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

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CUSIP No. 44919P508

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|-----|--|---|
| 1. | Names of Reporting Persons Susquehanna Securities | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware | |
| 5. | Sole Voting Power 44,595 Shares of Common Stock (1) | Number of Shares Beneficially Owned by Each Reporting Person With |
| 6. | Shared Voting Power 5,075,407 Shares of Common Stock (1) | |
| 7. | Sole Dispositive Power 44,595 Shares of Common Stock (1) | |
| 8. | Shared Dispositive Power 5,075,407 Shares of Common Stock (1) | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 5,075,407 Shares of Common Stock (1) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9) 6.2% | |
| 12. | Type of Reporting Person (See Instructions) BD, PN | |

(1) Susquehanna Capital Group, Susquehanna Investment Group and Susquehanna Securities are affiliated independent broker-dealers who, together with Capital Ventures International and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

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CUSIP No. 44919P508

Item 1.

- (a) Name of Issuer
IAC/INTERACTIVECORP (the Company).
- (b) Address of Issuer's Principal Executive Offices
555 West 18th Street

New York, New York 10011

Item 2.

- (a) Name of Person Filing (each, a Reporting Person)
 - (i) Capital Ventures International
 - (ii) Susquehanna Advisors Group, Inc.
 - (iii) Susquehanna Capital Group
 - (iv) Susquehanna Investment Group
 - (v) Susquehanna Securities
- (b) Address of Principal Business Office or, if none, Residence for each Reporting Person:

The address of the principal business office of Capital Ventures International is:

One Capital Place

P.O. Box 1787 GT

Grand Cayman, Cayman Islands

British West Indies

The address of the principal business office of each of Susquehanna Advisors Group, Inc., Susquehanna Capital Group, Susquehanna Investment Group and Susquehanna Securities is:

- (c) 401 City Avenue, Suite 220

Bala Cynwyd, PA 19004
Citizenship

- (d) Citizenship is set forth in Row 4 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

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Title of Class of Securities
Common Stock, \$.001 par value per share
(e) CUSIP Number
44919P508

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d 1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d 1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d 1(b)(1)(ii)(J), please specify the type of institution:_____

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person. The amount beneficially owned by Capital Ventures International is comprised of warrants exercisable for 5,022,384 shares of the Company's Common Stock. The amount beneficially owned by Susquehanna Investment Group includes options to buy 4,600 shares of the Company's Common Stock. The amount beneficially owned by Susquehanna Securities includes options to buy 16,500 shares of the Company's Common Stock. The Company's Form 10-Q, filed on November 9, 2011, indicates that there were 76,243,245 shares of Common Stock outstanding as of October 28, 2011.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

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Item 10. Certifications

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2012

CAPITAL VENTURES INTERNATIONAL

By: Susquehanna Advisors Group, Inc.
pursuant to a Limited Power of Attorney

By: /s/ Brian Sopinsky
Name: Brian Sopinsky
Title: Assistant Secretary

SUSQUEHANNA ADVISORS GROUP, INC.

By: /s/Brian Sopinsky
Name: Brian Sopinsky
Title: Assistant Secretary

SUSQUEHANNA SECURITIES

By: /s/ Brian Sopinsky
Name: Brian Sopinsky
Title: Secretary

SUSQUEHANNA CAPTIAL GROUP

By: /s/Brian Sopinsky
Name: Brian Sopinsky
Title: Authorized Signatory

SUSQUEHANNA INVESTMENT GROUP

By: /s/ Brian Sopinsky
Name: Brian Sopinsky
Title: General Counsel

The Limited Power of Attorney executed by Capital Ventures International, authorizing Bala International, Inc. (predecessor to Susquehanna Advisors Group, Inc.) to sign and file this Amendment No. 2 to Schedule 13G on its behalf, was filed as Exhibit II to the Schedule 13G filed with the Securities and Exchange Commission on May 28, 2010 with respect to the Common Stock of the Company and is hereby incorporated herein by reference.

CUSIP No. 44919P508

EXHIBIT INDEX

| EXHIBIT | DESCRIPTION |
|----------------|------------------------|
| I | Joint Filing Agreement |

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CUSIP No. 44919P508

EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Amendment No. 2 to the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$.001 par value per share, of IAC/INTERACTIVECORP is being filed, and all amendments thereto will be filed, on behalf of each of the entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of February 14, 2012

CAPITAL VENTURES INTERNATIONAL

By: Susquehanna Advisors Group, Inc.
pursuant to a Limited Power of Attorney

By: /s/ Brian Sopinsky
Name: Brian Sopinsky
Title Assistant Secretary

SUSQUEHANNA ADVISORS GROUP, INC.

By: /s/Brian Sopinsky
Name: Brian Sopinsky
Title Assistant Secretary

SUSQUEHANNA SECURITIES

By: /s/ Brian Sopinsky
Name: Brian Sopinsky
Title Secretary

SUSQUEHANNA CAPTIAL GROUP

By: /s/Brian Sopinsky
Name: Brian Sopinsky
Title Authorized Signatory

SUSQUEHANNA INVESTMENT GROUP

By: /s/ Brian Sopinsky
Name: Brian Sopinsky
Title General Counsel