

IAC/INTERACTIVECORP
Form 4
February 12, 2016

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 *
KAUFMAN VICTOR

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

C/O IAC/INTERACTIVECORP, 555 WEST 18TH STREET

(Street)

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

NEW YORK, NY 10011

(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 or Price | | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 02/11/2016 | | M ⁽¹⁾ | | 1,762 A \$ 0 | 90,596 | D |
| Common Stock, par value \$0.001 ⁽²⁾ | 02/11/2016 | | F ⁽²⁾ | | 756 D \$ 40.37 | 89,840 | D |
| Common Stock, par value | 02/11/2016 | | M ⁽¹⁾ | | 1,891 A \$ 0 | 91,731 | D |

\$0.001 ⁽¹⁾

Common
 Stock, par
 value 02/11/2016 F⁽²⁾ 748 D \$ 40.37 90,983 D

\$0.001 ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units ⁽³⁾ | \$ 0 | 02/10/2016 | | A | 8,669 | 02/10/2017 ⁽³⁾ 02/10/2019 ⁽³⁾ | Common Stock, par value \$0.001 | | | |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 02/11/2016 | | M | 1,762 | 02/11/2015 ⁽⁴⁾ 02/11/2017 ⁽⁴⁾ | Common Stock, par value \$0.001 | | | |
| Restricted Stock Units ⁽⁴⁾ | \$ 0 | 02/11/2016 | | M | 1,891 | 02/11/2016 ⁽⁴⁾ 02/11/2018 ⁽⁴⁾ | Common Stock, par value \$0.001 | | | |

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

02/12/2016

__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 4 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 4 below).
 - (3) Represents restricted stock units that vest in equal installments (1/3) over three years on the anniversary of the grant date, subject to continued service and the satisfaction of certain performance goals.
 - (4) Represents restricted stock units, which vest/vested in three equal installments on the anniversary of the grant dates (February 11, 2014 and February 11, 2015).

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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