

Match Group, Inc.  
Form 4  
June 30, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
IAC/INTERACTIVECORP

(Last) (First) (Middle)

555 WEST 18TH STREET

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Match Group, Inc. [MTCH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)			
			Code	V	Amount					
Common stock, par value \$0.001 <sup>(1)</sup>	06/29/2016		J <sup>(1)</sup>		\$ 4,720	A	13.84 <sup>(2)</sup>	652,332	D	
Common stock, par value \$0.001 <sup>(1)</sup>	06/29/2016		J <sup>(1)</sup>		\$ 86	A	11.52	652,418	D	
Common stock, par value \$0.001 <sup>(1)</sup>	06/29/2016		J <sup>(1)</sup>		\$ 543	A	12.81	652,961	D	

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Common stock, par value \$0.001 <sup>(1)</sup>	06/29/2016	J <sup>(1)</sup>	384	A	\$ 12.55	653,345	D
Common stock, par value \$0.001 <sup>(1)</sup>	06/29/2016	J <sup>(1)</sup>	264,350	A	\$ 13.65 <sup>(3)</sup>	917,695	D
Common stock, par value \$0.001 <sup>(1)</sup>	06/29/2016	J <sup>(1)</sup>	3,313	A	\$ 14.54	921,008	D

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

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SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011		X		

## Signatures

Tanya M. Stanich, Assistant  
Secretary

06/30/2016

\_\_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 common stock issued to/acquired by IAC/InterActiveCorp ("IAC") as reimbursement for shares of IAC common stock issued in connection with the exercise and settlement of IAC stock options and restricted stock units held by employees of Match Group, Inc. ("Match Group"), pursuant to the Employee Matters Agreement, dated November 24, 2015, between IAC and Match Group, as amended effective as of April 13, 2016.

(2) The price reflects a weighted average issuance price ranging from \$13.36 to \$14.23. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group, Inc. or a security holder of Match Group, Inc., information regarding the number of shares issued at each separate price.

(3) The price reflects a weighted average issuance price ranging from \$13.19 to \$13.93. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group, Inc. or a security holder of Match Group, Inc., information regarding the number of shares issued at each separate price.

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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