

LEBDA DOUGLAS R
Form 4
July 28, 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 *
LEBDA DOUGLAS R

(Last) (First) (Middle)
1115 RUSHMORE DR.

(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LendingTree, Inc. [TREE]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Reported (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|-------|
| | | | | (A) or (D) | Transaction(s) Price | | | |
| | | | | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Share |
|---|------------------------------------|------------------|------------|---|------|---|---------|-----|---------------------|--------------------|--------------|---------------------------|
| Performance based nonqualified stock option | \$ 183.8 | 07/26/2017 | | | A | | 672,499 | | <u>(1)(2)(3)(4)</u> | 07/26/2027 | Common Stock | 672,499 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEBDA DOUGLAS R 1115 RUSHMORE DR. CHARLOTTE, NC 28277 | X | X | Chairman & CEO | |

Signatures

/s/ Katharine F. Pierce as Attorney-in-Fact for Douglas R. Lebda 07/28/2017

__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) The performance based nonqualified stock option has both time and performance based vesting conditions. The "Target Shares" for this option grant is 402,694 shares. Shares will become "Performance Vested" based on the volume weighted average closing per share price of the Company's common stock ("VWAP") in each fiscal quarter (measured during the final 30 trading days in each fiscal quarter) commencing with the fourth fiscal quarter of 2017 through the third fiscal quarter of 2022 according to the following schedule: (i) if the VWAP represents an increase over Base Price of less than 70%, 0% of Target Shares will Performance Vest; (ii) if the VWAP represents an increase over the Base Price of 70%, 33% of the Target Shares will Performance Vest;

(2) (continued from Footnote 1) (iii) if the VWAP represents an increase over the Base Price of 110%, 100% of Target Shares (i.e., 402,694 shares) will Performance Vest; (iv) if the VWAP represents an increase over the Base Price of 150% or greater, 167% of the Target Shares (i.e., 672,499 shares) will Performance Vest. The "Base Price" is \$183.80. Linear interpolation of vesting applies if the VWAP increase over Base Price is between 70% and 150%. The maximum number of shares that may Performance Vest is 672,499 shares. Shares which are Performance Vested will become vested and exercisable on September 30, 2022 if Mr. Lebda's service has not previously terminated. Shares that do not become Performance Vested shall never become exercisable and shall be forfeited without consideration.

(3) (continued from Footnote 2) Similarly, if before September 30, 2022 Mr. Lebda's service is terminated for cause or he resigns without good reason, then any then unvested portion of the Performance Option shall be forfeited without consideration. After termination of Mr. Lebda's service, any then vested portion of the Performance Option shall generally remain exercisable until the earlier of (i) the expiration of the 12-month period following such termination of service, (ii) the date of a change of control of the Company if the Performance Option is not being assumed, replaced, substituted for or otherwise continued after the change of control, or (iii) July 26, 2027.

(4) (continued from Footnote 3) If there is a change of control of the Company, or if Mr. Lebda's service is terminated either due to his death or disability, or by us without cause, or by Mr. Lebda for good reason, then the performance based nonqualified stock option can become partially or fully vested on an accelerated basis based on the measurement of the stock price based performance goals under the applicable circumstances and the deemed satisfaction of time based vesting conditions.

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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