

ANGIE'S LIST, INC.

FORM 8-K (Current report filing)

Filed 08/30/17 for the Period Ending 08/26/17

Address	1030 EAST WASHINGTON STREET SUITE 100 INDIANAPOLIS, IN, 46202
Telephone	317-803-3973
CIK	0001491778
Symbol	ANGI
SIC Code	7310 - Advertising
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 26, 2017

Angie's List, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-35339

(Commission File Number)

27-2440197

(IRS Employer Identification No.)

1030 E. Washington Street
Indianapolis, IN 46202

(Address of principal executive offices, including zip
code)

(888) 888-5478

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last
report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement

As previously noted on the Current Report on Form 8-K of Angie's List, Inc., a Delaware corporation ("Angie's List"), filed with the U.S. Securities and Exchange Commission ("SEC") on May 3, 2017, Angie's List entered into an Agreement and Plan of Merger, dated as of May 1, 2017 (as it may be amended from time to time, the "Merger Agreement"), by and among Angie's List, IAC/InterActiveCorp, a Delaware corporation ("IAC"), ANGI Homeservices Inc. (f/k/a Halo TopCo, Inc.), a Delaware corporation and wholly owned subsidiary of IAC ("ANGI Homeservices"), and Casa Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of ANGI Homeservices ("Merger Sub"). On August 26, 2017, Angie's List, IAC, ANGI Homeservices and Merger Sub entered into Amendment No.1 ("Amendment No.1") to the Merger Agreement, which is attached hereto as Exhibit 2.1, to implement ministerial changes to certain timing mechanics related to the closing of the transactions contemplated by the Merger Agreement. In addition, Amendment No. 1 implemented certain changes to (i) Exhibit A to the Merger Agreement (the Form of Surviving Company Charter) to align the exculpatory and indemnity provisions contained in the Surviving Company Charter to be in accordance with Section 5.8 of the Merger Agreement and (ii) Exhibit G (the Form of Employee Matters Agreement) and Exhibit J (the Form of Tax Sharing Agreement) to the Merger Agreement to provide IAC the ability to settle stock appreciation rights ("SARs") of HomeAdvisor, Inc., a Delaware corporation and wholly owned subsidiary of IAC ("HomeAdvisor"), that convert into ANGI Homeservices SARs in either IAC common stock or ANGI Homeservices common stock. If IAC common stock is elected, ANGI Homeservices would reimburse IAC with Class A common stock.

The foregoing description of Amendment No. 1 does not purport to be complete and is qualified in its entirety by reference to (i) Amendment No. 1, a copy of which is attached hereto as Exhibit 2.1 and (ii) each of Exhibit A (the Form of Surviving Company Charter), Exhibit G (the Form of Employee Matters Agreement) and Exhibit J (the Form of Tax Sharing Agreement) to the Merger Agreement, which exhibits, as amended by Amendment No. 1, are filed as Exhibit 99.8, Exhibit 2.5 and Exhibit 2.6, respectively, to Amendment No. 3 to the Registration Statement on Form S-4 (File No. 333-219064) filed with the SEC by ANGI Homeservices on August 28, 2017.

Item 7.01. Regulation FD Disclosure

On August 30, 2017, Angie's List issued a press release announcing that the SEC has declared effective the Registration Statement on Form S-4 (File No. 333-219064) of ANGI Homeservices in connection with the acquisition of Angie's List by ANGI Homeservices by way of the merger of Merger Sub with and into Angie's List (the "Merger"). The press release also announced that Angie's List had established the close of business on Friday, August 25, 2017, as the record date in respect of a special meeting of the stockholders of Angie's List to be held for the following purposes: (1) to consider and vote on a proposal to adopt the Merger Agreement, (2) to consider and cast an advisory (non-binding) vote upon a proposal to approve compensation payable to certain executive officers of Angie's List in connection with the Merger, and (3) to consider and vote on a proposal to approve one or more adjournments or postponements of the special meeting if necessary or appropriate, including to solicit additional proxies in favor of the proposal to adopt the Merger Agreement, if there are not sufficient votes at the time of the special meeting to adopt the Merger Agreement.

The Angie's List's special meeting of stockholders is scheduled to be held on Friday, September 29, 2017 at The Alexander at 333 South Delaware Street, Indianapolis, Indiana 46204, at 10:00 a.m., Eastern time.

Item 8.01. Other Events

The information contained in Item 7.01 above is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
2.1	Amendment No. 1 to the Agreement and Plan of Merger by and among Angie's List, Inc., IAC/InterActiveCorp, ANGI Homeservices Inc. and Casa Merger Sub, Inc., dated as of August 26, 2017†
99.1	Press Release dated August 30, 2017

† Annexes, schedules and/or exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Angie's List agrees to furnish supplementally a copy of any omitted attachment to the SEC on a confidential basis upon request.

Cautionary Statement Regarding Forward-Looking Information

This communication may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as “anticipates,” “estimates,” “expects,” “plans” and “believes,” among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: Angie’s List’s and/or ANGI Homeservices’ future financial performance, Angie’s List’s and/or ANGI Homeservices’ business prospects, strategy and anticipated trends in the industries in which Angie’s List’s and/or ANGI Homeservices’ businesses operate, or will operate, and other similar matters. These forward-looking statements are based on management’s current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements. In light of these risks and uncertainties, these forward-looking statements may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements.

In addition to factors previously disclosed in Angie’s List’s and IAC’s reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements and historical performance: (1) the occurrence of any event, change or other circumstances that could give rise to right of one or both of the parties to terminate the Merger Agreement; (2) the outcome of any legal proceedings that may be instituted against Angie’s List, IAC, ANGI Homeservices or Merger Sub; (3) the failure to obtain the necessary stockholder approval or to satisfy any of the other conditions to the proposed transactions on a timely basis or at all; (4) the possibility that the anticipated benefits of the proposed transactions are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of Angie’s List and the HomeAdvisor business or as a result of changes in the economy and competitive factors in the areas where Angie’s List and the HomeAdvisor business do business; (5) the possibility that the proposed transactions may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (6) diversion of management’s attention from ongoing business operations and opportunities; (7) potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the proposed transactions; (8) changes in asset quality and credit risk; (9) the potential liability for a failure to meet regulatory requirements; (10) potential changes to tax legislation; (11) the potential effect of the announcement of the proposed transactions or consummation of the proposed transactions on relationships, including with employees, customers and competitors; (12) the ability to retain key personnel; and (13) changes in local, national and international financial market, insurance rates and interest rates. Forward looking statements speak only as of the date they are made and Angie’s List, IAC and ANGI Homeservices do not intend, and undertake no obligation, to update any forward-looking statement.

Important Additional Information

Investors and security holders are urged to carefully review and consider each of Angie’s List’s, IAC’s and ANGI Homeservices’ public filings with the SEC, including but not limited to, if applicable, their Annual Reports on Form 10-K, their proxy statements, their Current Reports on Form 8-K and their Quarterly Reports on Form 10-Q. The documents filed by Angie’s List with the SEC may be obtained free of charge at Angie’s List’s website at <http://www.investor.angieslist.com> or at the SEC’s website at <https://www.sec.gov>. These documents may also be obtained free of charge from Angie’s List by requesting them in writing to Investor Relations, Angie’s List, Inc., 1030 East Washington Street, Indianapolis, Indiana 46202, or by telephone at 1-888-888-5478.

The documents filed by IAC and ANGI Homeservices with the SEC may be obtained free of charge at IAC’s website at <http://www.iac.com> or at the SEC’s website at <https://www.sec.gov>. These documents may also be obtained free of charge from IAC by requesting them in writing to IAC Investor Relations, 555 West 18th Street, New York, NY 10011, or by telephone at 1-212-314-7400.

In connection with the proposed transaction, ANGI Homeservices has filed a registration statement on Form S-4 with the SEC (File No. 333-219064) that includes a proxy statement of Angie’s List and prospectus of ANGI Homeservices, and each party has filed and will file other documents regarding the proposed transaction with the SEC. **Before making any voting or investment decision, investors and security holders of Angie’s List are urged to carefully read the entire registration statement and proxy statement/prospectus as well as any amendments or supplements to these documents and any other relevant documents filed with the SEC, because they will contain important information about the proposed transaction.** The registration statement on Form S-4 was declared effective by the SEC on August 30, 2017. A definitive proxy statement/prospectus is expected to be mailed on or about August 30, 2017 to stockholders of Angie’s List as of August 25, 2017, the record date. Investors and security holders will be able to obtain the registration statement and the proxy statement/prospectus free of charge from the SEC’s website or from Angie’s List or IAC as described in the paragraphs above.

Participants in the Solicitation

Angie's List, IAC, ANGI Homeservices and certain of their directors and executive officers may be deemed participants in the solicitation of proxies from Angie's List's stockholders in connection with the proposed transactions. Information about the directors and executive officers of Angie's List is set forth in its proxy statement for its 2017 annual meeting of stockholders, which was filed with the SEC on April 28, 2017, its annual report on Form 10-K for the fiscal year ended December 31, 2016, which was filed with the SEC on February 21, 2017, and in subsequent documents filed with the SEC, each of which can be obtained free of charge from the sources indicated above. Information about the directors and executive officers of IAC is set forth in the definitive proxy statement for IAC's 2017 annual meeting of stockholders, as previously filed with the SEC on May 1, 2017. Angie's List stockholders may obtain additional information regarding the interests of such participants by reading the registration statement and the proxy statement/prospectus. Free copies of these documents may be obtained as described in the paragraphs above.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 30, 2017

ANGIE ' S LIST, INC.

/s/ SHANNON M. SHAW

By: Shannon M. Shaw

Its: Chief Legal Officer & Corporate Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
2.1	Amendment No. 1 to the Agreement and Plan of Merger by and among Angie's List, Inc., IAC/InterActiveCorp, ANGI Homeservices Inc. and Casa Merger Sub, Inc., dated as of August 26, 2017†
99.1	Press Release dated August 30, 2017

† Annexes, schedules and/or exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Angie's List agrees to furnish supplementally a copy of any omitted attachment to the SEC on a confidential basis upon request.

**AMENDMENT NO. 1 TO
AGREEMENT AND PLAN OF MERGER**

This AMENDMENT NO. 1 (this “Amendment”) to the Merger Agreement (as defined below) is dated as of August 26, 2017 and is made by and among Angie’s List, Inc., a Delaware corporation (the “Company”), IAC/InterActiveCorp, a Delaware corporation (“IAC”), ANGI Homeservices Inc., a Delaware corporation and wholly owned Subsidiary of IAC that was formerly known as Halo TopCo, Inc. (“NewCo”), and Casa Merger Sub, Inc., a Delaware corporation and a direct wholly owned Subsidiary of NewCo (“Merger Sub”).

WITNESSETH:

WHEREAS, the Company, IAC, NewCo and Merger Sub are parties to that certain Agreement and Plan of Merger, dated as of May 1, 2017 (the “Merger Agreement”);

WHEREAS, the Company, IAC, NewCo and Merger Sub desire to make certain amendments to the consideration election procedures set forth in the Merger Agreement as further set forth herein;

WHEREAS, the Company, IAC, NewCo and Merger Sub desire to amend and restate Exhibit A to the Merger Agreement as set forth in this Amendment; and

WHEREAS, Section 8.11 of the Merger Agreement provides that the Merger Agreement may be amended by a written instrument that is signed by a duly authorized representative of each of the Company, IAC, NewCo and Merger Sub.

NOW THEREFORE, in consideration of the mutual agreements contained herein, and intending to be legally bound hereby, the Company, IAC, NewCo and Merger Sub agree as follows:

SECTION 1. Definitions. Capitalized terms used in this Amendment that are not otherwise defined herein shall have the meanings ascribed to them in the Merger Agreement.

SECTION 2. Amendments to Election Procedures.

2.1 The first sentence of Section 1.3 of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

The closing of the Merger (the “Closing”) shall take place at the offices of Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York at (a) 5:00 p.m., New York City time, on September 29, 2017 if all of the conditions set forth in Article VI (other than those conditions that by their nature are to be satisfied at the Closing, but subject to the satisfaction or waiver of such conditions) have been satisfied or waived (to the extent permitted by applicable Law) at such time, (b) if such conditions have not been satisfied or waived by 5:00 p.m., New York City time, on September 29, 2017, at 9:00 a.m., New York City time, on the third (3rd) Business Day after the satisfaction or waiver (to the extent permitted by applicable Law) of the conditions set forth in Article VI (other than those conditions that by their nature are to be satisfied at the Closing, but subject to the satisfaction or waiver of such conditions) or (c) at such other place, date and time as the Company and IAC may agree in writing.

2.2 The last sentence of Section 2.7(d) of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

As used herein, “Election Deadline” means 5:00 p.m. Eastern time on the Business Day immediately prior to the date of the Company Stockholders’ Meeting, unless otherwise agreed in writing in advance by the Company and IAC, in which event the Company shall reasonably promptly announce such rescheduled Election Deadline.

2.3 Section 2.9(b)(i) of the Merger Agreement is hereby amended by deleting the words “and the aggregate number of Cash Electing Shares” in their entirety.

2.4 Section 2.9(d) of the Merger Agreement is hereby amended and restated in its entirety to read as follows:

(d) The Company will instruct the Exchange Agent to provide the Company with the aggregate number of Cash Electing Shares immediately following the Election Deadline on the Business Day prior to the anticipated Closing Date (the “Initial Calculation Date”). As soon as possible following the receipt of such information from the Exchange Agent, the Company shall deliver to IAC a certificate, executed on its behalf by the Chief Financial Officer of the Company, setting forth the aggregate number of Cash Electing Shares. Promptly following receipt of such certificate, IAC shall calculate and shall deliver to the Company a certificate executed on its behalf by the Chief Financial Officer of IAC setting forth the calculation of the ANGI Market Price, the ANGI RSU Number, the Aggregate ANGI Option Spread, the IAC Owned Shares Number, the Allocated HomeAdvisor SAR Spread and the IAC Class B Share Number. Absent manifest error, the IAC Class B Share Number set forth in the certificate contemplated by this Section 2.9(d) shall be the conclusive determination of the IAC Class B Share Number for purposes of the IAC Share Issuance.

SECTION 3. Amendment and Restatement of Exhibit A to the Merger Agreement. The form of the Surviving Company Charter attached as Exhibit A to the Merger Agreement is hereby amended and restated in its entirety to read in the form attached as Exhibit A to this Amendment. For the avoidance of doubt, the reference to “Exhibit A” in Section 1.6(a) of the Merger Agreement shall hereafter be deemed to refer to Exhibit A to this Amendment.

SECTION 4. Amendment and Restatement of Exhibit G and Exhibit J to the Merger Agreement. Pursuant to and in accordance with Section 5.18(b) of the Merger Agreement, the form of the Employee Matters Agreement attached as Exhibit G to the Merger Agreement and the form of the Tax Sharing Agreement attached as Exhibit J to the Merger Agreement are hereby amended and restated in their entirety to read in the form attached as Exhibit B and Exhibit C, respectively, to this Amendment. For the avoidance of doubt, (i) the reference to “Exhibit G” in Section 8.15(b)(vii) of the Merger Agreement shall hereafter be deemed to refer to Exhibit B to this Amendment and (ii) the reference to “Exhibit J” in Section 8.15(b)(iv) of the Merger Agreement shall hereafter be deemed to refer to Exhibit C to this Amendment.

SECTION 5. Representations of the Company. The Company has full corporate power and authority to execute and deliver this Amendment. The execution and delivery of this Amendment have been duly and validly approved by the Company Board of Directors. This Amendment has been duly and validly executed and delivered by the Company and (assuming due authorization, execution and delivery by the other parties hereto) constitutes a valid and binding obligation of the Company, enforceable against the Company in accordance with its terms (except as such enforcement may be limited by the Remedies Exceptions).

SECTION 6. Representations of IAC, NewCo and Merger Sub. Each of IAC, NewCo and Merger Sub has full corporate power and authority to execute and deliver this Amendment. The execution and delivery of this Amendment have been duly and validly approved by the IAC Board of Directors and the NewCo Board of Directors. This Amendment has been duly and validly executed and delivered by each of IAC, NewCo and Merger Sub and (assuming due authorization, execution and delivery by the Company) constitutes a valid and binding obligation of each of IAC, NewCo and Merger Sub, enforceable against IAC, NewCo and Merger Sub in accordance with its terms (except as such enforcement may be limited by the Remedies Exceptions).

SECTION 7. Full Force and Effect. Except as and to the extent modified and amended by this Amendment, all of the terms, conditions and other provisions of the Merger Agreement shall remain in full force and effect in all respects.

SECTION 8. References. All references to the Merger Agreement (including “this Agreement,” “hereunder,” “hereof,” “hereby” or words of similar import) in the Merger Agreement shall hereafter be deemed to refer to the Merger Agreement as amended by this Amendment. Each reference in the Merger Agreement, the Company Disclosure Schedule and the IAC Disclosure Schedule to “the date hereof,” “the date of this Agreement” and words of similar import shall in all instances continue to refer to May 1, 2017.

SECTION 9. Miscellaneous. Article VIII of the Merger Agreement shall apply to this Amendment mutatis mutandis and to the Merger Agreement as modified by this Amendment, taken together as a single agreement, reflecting the terms as modified hereby.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered as of the date first above written.

ANGIE'S LIST, INC.

By: /s/ Tom Fox

Name: Tom Fox

Title: Chief Financial Officer

IAC/INTERACTIVECORP

By: /s/ Gregg Winiarski

Name: Gregg Winiarski

Title: Executive Vice President and General Counsel

ANGI HOMESERVICES INC.

By: /s/ Gregg Winiarski

Name: Gregg Winiarski

Title: Vice President and Secretary

CASA MERGER SUB, INC.

By: /s/ Gregg Winiarski

Name: Gregg Winiarski

Title: Vice President and Secretary



**Form S-4 Registration Statement for Proposed Acquisition of Angie's List
by IAC/InterActiveCorp and ANGI Homeservices Declared Effective
by SEC; Angie's List Announces Record Date and Expected
Meeting Date and Time of Special Meeting of Stockholders**

INDIANAPOLIS, Indiana — August 30, 2017 — Angie's List, Inc. (NASDAQ: ANGI) today announced that the U.S. Securities and Exchange Commission (the "SEC") has declared effective the registration statement on Form S-4 (the "Registration Statement") filed by ANGI Homeservices Inc. ("ANGI Homeservices") relating to the previously announced acquisition of Angie's List by ANGI Homeservices by way of the merger of Casa Merger Sub, Inc., a Delaware corporation and direct wholly owned subsidiary of ANGI Homeservices, with and into Angie's List (the "Merger"). The Registration Statement includes a definitive proxy statement/prospectus of Angie's List and ANGI Homeservices. Notice of the special meeting of Angie's List stockholders (the "Special Meeting") and the definitive proxy statement/prospectus is expected to be mailed on or about August 30, 2017, to stockholders of Angie's List as of the close of business on August 25, 2017. Stockholders will be able to obtain, without charge, a copy of the definitive proxy statement/prospectus and other documents that Angie's List and ANGI Homeservices filed with the SEC from the SEC's website at www.sec.gov. The definitive proxy statement/prospectus and other relevant documents are also available, without charge, by directing a request by mail or telephone to (888) 750-5834, or from Angie's List's website, www.angieslist.com.

Special Meeting Information

Angie's List established the close of business on August 25, 2017 as the record date for the Special Meeting to be held for the following purposes: (1) to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of May 1, 2017, among Angie's List, Inc., IAC/InterActiveCorp, a Delaware corporation ("IAC"), ANGI Homeservices, and Casa Merger Sub, Inc., a Delaware corporation and direct wholly owned subsidiary of ANGI Homeservices, as amended by that certain Amendment No. 1 dated as of August 26, 2017 (as amended, the "Merger Agreement"), (2) to consider and cast an advisory (non-binding) vote upon a proposal to approve compensation payable to certain executive officers of Angie's List in connection with the Merger, and (3) to consider and vote on a proposal to approve one or more adjournments or postponements of the Special Meeting if necessary or appropriate, including to solicit additional proxies in favor of the proposal to adopt the Merger Agreement if there are not sufficient votes at the time of the Special Meeting to adopt the Merger Agreement.

The Special Meeting is scheduled to be held at The Alexander at 333 South Delaware Street, Indianapolis, Indiana 46204, on Friday, September 29, 2017, at 10 a.m., Eastern time.

At the effective time of the Merger (the "Effective Time"), each share of Angie's List common stock outstanding immediately prior to the Effective Time (other than shares owned or held in treasury by Angie's List, which will automatically be cancelled, retired and cease to exist for no consideration) will be converted into the right to receive, at the holder's election (i) in the case of a share of Angie's List common stock with respect to which an election to receive a share of Class A common stock, par value \$0.001 per share, of ANGI Homeservices (a "Class A share") has been properly made and not revoked or lost, one Class A share or (ii) in the case of a share of Angie's List common stock with respect to which an election to receive cash has been properly made and not revoked or lost, \$8.50 in cash, without interest (the "Cash Consideration"), but subject to the proration provisions described in the Merger Agreement. Immediately following the closing of the Merger, depending on the number of Angie's List stockholders that elect to receive Cash Consideration, former holders of Angie's List common stock and equity awards are expected to hold, in the aggregate, Class A shares representing between approximately 10% (assuming Angie's List stockholders elect to receive the maximum aggregate Cash Consideration) and 13% (assuming no Angie's List stockholders elect to receive Cash Consideration) of the economic interest in ANGI Homeservices common stock (on a fully diluted basis, calculated using the treasury stock method), and less than 2% of the total voting power of ANGI Homeservices common stock, and IAC is expected to hold shares of Class B common stock of ANGI Homeservices which, together with Class A shares underlying equity awards in respect of HomeAdvisor, Inc. to be converted into awards in respect of ANGI Homeservices, will represent between approximately 87% and 90% of the economic interest (on a fully diluted basis, calculated using the treasury stock method) and

approximately 98% of the total voting power of ANGI Homeservices common stock. Angie's List stockholders who wish to make an election with respect to the consideration to be received in the Merger must deliver a properly completed election form to Computershare Trust Company, N.A. by 5:00 p.m., Eastern time on Thursday, September 28 (the "Election Deadline"), which is the day prior to the date of the Special Meeting. Angie's List stockholders who hold their shares through a broker, dealer, commercial bank, trust company or other fiduciary may be subject to an earlier deadline than the Election Deadline for making such election with respect to such shares of Angie's List common stock. Such Angie's List stockholders should contact their broker, dealer, commercial bank, trust company or other fiduciary with any questions and to receive the appropriate instruction forms. BEFORE MAKING ANY VOTING DECISION, ANGIE'S LIST'S STOCKHOLDERS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE DEFINITIVE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER.

Angie's List expects the Merger to close in the late third quarter or early fourth quarter of 2017.

Cautionary Statement Regarding Forward-Looking Information

This communication may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as "anticipates," "estimates," "expects," "plans" and "believes," among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: Angie's List's and/or ANGI Homeservices' future financial performance, Angie's List's and/or ANGI Homeservices' business prospects, strategy and anticipated trends in the industries in which Angie's List's and/or ANGI Homeservices' businesses operate, or will operate, and other similar matters. These forward-looking statements are based on management's current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements. In light of these risks and uncertainties, these forward-looking statements may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements.

In addition to factors previously disclosed in Angie's List's and IAC's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements and historical performance: (1) the occurrence of any event, change or other circumstances that could give rise to right of one or both of the parties to terminate the Merger Agreement; (2) the outcome of any legal proceedings that may be instituted against Angie's List, IAC, ANGI Homeservices or Merger Sub; (3) the failure to obtain the necessary stockholder approval or to satisfy any of the other conditions to the proposed transactions on a timely basis or at all; (4) the possibility that the anticipated benefits of the proposed transactions are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of Angie's List and the HomeAdvisor business or as a result of changes in the economy and competitive factors in the areas where Angie's List and the HomeAdvisor business do business; (5) the possibility that the proposed transactions may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (6) diversion of management's attention from ongoing business operations and opportunities; (7) potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the proposed transactions; (8) changes in asset quality and credit risk; (9) the potential liability for a failure to meet regulatory requirements; (10) potential changes to tax legislation; (11) the potential effect of the announcement of the proposed transactions or consummation of the proposed transactions on relationships, including with employees, customers and competitors; (12) the ability to retain key personnel; and (13) changes in local, national and international financial market, insurance rates and interest rates. Forward looking statements speak only as of the date they are made and Angie's List, IAC and ANGI Homeservices do not intend, and undertake no obligation, to update any forward-looking statement.

Important Additional Information

Investors and security holders are urged to carefully review and consider each of Angie's List's, IAC's and ANGI Homeservices' public filings with the SEC, including but not limited to, if applicable, their Annual Reports on Form 10-K, their proxy statements, their Current Reports on Form 8-K and their Quarterly Reports on Form 10-Q. The documents filed by Angie's List with the SEC may be obtained free of charge at Angie's List's website at <http://www.investor.angieslist.com> or at the SEC's website at <https://www.sec.gov>. These documents may also be obtained free of charge from Angie's List by requesting them in writing to Investor Relations, Angie's List, Inc., 1030 East Washington Street, Indianapolis, Indiana 46202, or by telephone at 1-888-888-5478.

The documents filed by IAC and ANGI Homeservices with the SEC may be obtained free of charge at IAC's website at <http://www.iac.com> or at the SEC's website at <https://www.sec.gov>. These documents may also be obtained free of charge from IAC by requesting them in writing to IAC Investor Relations, 555 West 18th Street, New York, NY 10011, or by telephone at 1-212-314-7400.

In connection with the proposed transaction, ANGI Homeservices has filed a registration statement on Form S-4 with the SEC (File No. 333-219064) that includes a proxy statement of Angie's List and prospectus of ANGI Homeservices, and each party has filed and will file other documents regarding the proposed transaction with the SEC. **Before making any voting or investment decision, investors and security holders of Angie's List are urged to carefully read the entire registration statement and proxy statement/prospectus as well as any amendments or supplements to these documents and any other relevant documents filed with the SEC, because they will contain important information about the proposed transaction.** The registration statement on Form S-4 was declared effective by the SEC on August 30, 2017. A definitive proxy statement/prospectus is expected to be mailed on or about August 30, 2017 to stockholders of Angie's List as of August 25, 2017, the record date. Investors and security holders will be able to obtain the registration statement and the proxy statement/prospectus free of charge from the SEC's website or from Angie's List or IAC as described in the paragraphs above.

Participants in the Solicitation

Angie's List, IAC, ANGI Homeservices and certain of their directors and executive officers may be deemed participants in the solicitation of proxies from Angie's List's stockholders in connection with the proposed transactions. Information about the directors and executive officers of Angie's List is set forth in its proxy statement for its 2017 annual meeting of stockholders, which was filed with the SEC on April 28, 2017, its annual report on Form 10-K for the fiscal year ended December 31, 2016, which was filed with the SEC on February 21, 2017, and in subsequent documents filed with the SEC, each of which can be obtained free of charge from the sources indicated above. Information about the directors and executive officers of IAC is set forth in the definitive proxy statement for IAC's 2017 annual meeting of stockholders, as previously filed with the SEC on May 1, 2017. Angie's List stockholders may obtain additional information regarding the interests of such participants by reading the registration statement and the proxy statement/prospectus. Free copies of these documents may be obtained as described in the paragraphs above.

About Angie's List

Finding a pro for a job well done is made easy online by visiting Angieslist.com. More than six million members nationwide use Angie's List, a leading provider of reviews, offers and information in over 700 service categories, to help them improve their homes. Built on a foundation of more than 10 million verified reviews of local service, Angie's List connects members directly to its online marketplace of services and offers unique tools and support designed to improve the local service experience for both members and service professionals.

Contact

Investor and Media Relations:

Leslie Arena
317-808-4527
lesliea@angieslist.com