

IAC/INTERACTIVECORP

Reported by
KAUFMAN VICTOR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/14/17 for the Period Ending 02/10/17

Address	555 WEST 18TH STREET NEW YORK, NY 10011
Telephone	2123147300
CIK	0000891103
Symbol	IAC
SIC Code	5990 - Retail Stores, Not Elsewhere Classified
Industry	Internet Services
Sector	Technology
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * KAUFMAN VICTOR (Last) (First) (Middle) C/O IAC/INTERACTIVECORP, 555 WEST 18TH STREET (Street) NEW YORK, NY 10011 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol IAC/INTERACTIVECORP [IAC] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/10/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice Chairman 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock, par value \$0.001 (1)	2/10/2017		M (1)		2889	A	\$0	145067	D	
Common Stock, par value \$0.001 (2)	2/10/2017		F (2)		1579	D	\$76.82	143488	D	
Common Stock, par value \$0.001 (1)	2/11/2017		M (1)		1763	A	\$0	145251	D	
Common Stock, par value \$0.001 (2)	2/11/2017		F (2)		920	D	\$75.89	144331	D	
Common Stock, par value \$0.001 (1)	2/11/2017		M (1)		1891	A	\$0	146222	D	
Common Stock, par value \$0.001 (2)	2/11/2017		F (2)		987	D	\$75.89	145235	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (3)	\$0	2/10/2017		M		2889		2/10/2017 (3)	2/10/2019 (3)	Common Stock, par value \$0.001	2889	\$0	5780	D	
Restricted Stock Units (3)	\$0	2/11/2017		M		1763		2/11/2015 (3)	2/11/2017 (3)	Common Stock, par value \$0.001	1763	\$0	0	D	
Restricted Stock Units (3)	\$0	2/11/2017		M		1891		2/11/2016 (3)	2/11/2018 (3)	Common Stock, par value \$0.001	1891	\$0	1892	D	

Explanation of Responses:

- (1) Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 3 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 3 below).
- (3) Represents restricted stock units that vested/vest in equal installments (1/3) over three years on the anniversary of the grant date (February 11, 2014, February 11, 2015 and February 10, 2016), subject to continued service and the satisfaction of certain performance goals.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAUFMAN VICTOR C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET	X		Vice Chairman	

Signatures

Joanne Hawkins as Attorney-in-Fact for Victor Kaufman

2/14/2017

— Signature of Reporting Person

Date

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

* 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).

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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