

LENDINGTREE, INC.

FORM 8-K (Current report filing)

Filed 06/20/17 for the Period Ending 06/20/17

Address	11115 RUSHMORE DRIVE CHARLOTTE, NC 28277
Telephone	704-943-8942
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Symbol	TREE
SIC Code	6163 - Loan Brokers
Industry	Consumer Lending
Sector	Financials
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): June 14, 2017

LendingTree, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction
of incorporation)

001-34063

(Commission
File Number)

26-2414818

(IRS Employer
Identification No.)

11115 Rushmore Drive, Charlotte, NC

(Address of principal executive offices)

28277

(Zip Code)

Registrant's telephone number, including area code: **(704) 541-5351**

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 14, 2017, at the 2017 Annual Meeting of Stockholders (the “Annual Meeting”) of LendingTree, Inc. (the “Company”), the Company’s stockholders approved the amendment and restatement of the Fourth Amended and Restated LendingTree, Inc. 2008 Stock and Annual Incentive Plan (the “Stock Plan”), which amendment and restatement became effective upon such approval. A description of the amendments approved, and of the Stock Plan as a whole, was included in the Company’s 2017 Proxy Statement prepared for the Annual Meeting filed with the Securities and Exchange Commission on April 28, 2017, under the heading “Proposal 5 - Amendment and Restatement of the Fourth Amended and Restated LendingTree, Inc. 2008 Stock and Annual Incentive Plan.” Such description of the amendments and of the Stock Plan as a whole are incorporated by reference into this Item 5.02 of this report.

Item 5.07. Submission of Matters to a Vote of Security Holders

On June 14, 2017, the Company held its Annual Meeting. The holders of an aggregate of 11,903,561 shares of the Company’s common stock were entitled to vote at the Annual Meeting and a total of 11,445,070 shares of the Company’s common stock were represented at the Annual Meeting in person or by proxy. The stockholders considered and voted on six proposals submitted for stockholder vote, each of which is described in detail in the Company’s 2017 proxy statement prepared for the Annual Meeting.

The following are the voting results on each matter submitted for stockholder vote at the Annual Meeting.

Proposal 1. Election of Directors

The following nominees for election to the board of directors were elected, each for a one-year term or until their successor has been duly elected and qualified:

	For	Withheld	Broker Non-Votes
Thomas Davidson	10,370,503	74,628	999,939
Neal Dermer	10,082,229	362,902	999,939
Robin Henderson	10,082,188	362,943	999,939
Peter Horan	10,068,786	376,345	999,939
Douglas Lebda	10,075,933	369,198	999,939
Steven Ozonian	9,853,449	591,682	999,939
Saras Sarasvathy	9,853,218	591,913	999,939
G. Kennedy Thompson	10,357,037	88,094	999,939
Craig Troyer	9,774,770	670,361	999,939

Proposal 2. Ratification of Independent Registered Public Accounting Firm

The board of directors’ proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the 2017 fiscal year was approved based on the following votes:

For	Against	Abstentions
11,249,785	96,057	99,228

Proposal 3. Advisory (Non-Binding) Vote Approving the Compensation of our Named Executive Officers.

The board of directors’ proposal for stockholders to approve, on an advisory (non-binding) basis, the compensation of the Company’s named executive officers for 2016 was approved based on the following votes:

For	Against	Abstentions
9,920,646	424,146	100,339

Proposal 4. Advisory (Non-Binding) Vote on the Frequency of Future Say on Pay Votes.

The board of directors' proposal for stockholders to provide an advisory (non-binding) vote on the frequency of future Say on Pay votes was voted in favor of a frequency of every three years on the following votes:

Annually	Two Years	Three Years	Abstentions
3,929,032	1,775	6,404,864	109,460

Proposal 5. Amendment and Restatement of the Fourth Amended and Restated LendingTree, Inc. 2008 Stock and Annual Incentive Plan.

The board of directors' proposal to amend and restate the Fourth Amended and Restated LendingTree, Inc. 2008 Stock and Annual Incentive Plan was approved based on the following votes:

For	Against	Abstentions
6,275,890	3,985,104	184,137

Proposal 6. Stockholder Proposal Recommending Adoption of Majority Vote Standard for Election of Directors.

The stockholder proposal to recommend (on an advisory basis) adoption of a majority vote standard for the election of directors was approved based on the following votes:

For	Against	Abstentions
5,218,752	5,112,138	114,241

Item 8.01. Other Information

Acquisition of DepositAccounts

On June 14, 2017, LendingTree, LLC ("Buyer"), a wholly-owned subsidiary of the Company, acquired substantially all of the assets of Deposits Online, LLC, a Delaware limited liability company, which does business under the name DepositAccounts.com ("DepositAccounts"), pursuant to an Asset Purchase Agreement (the "Purchase Agreement"), dated June 14, 2017, by and between Buyer and DepositAccounts. This acquisition was completed in the ordinary course of the Company's business. DepositAccounts.com, a leading consumer-facing media property in the depository industry, is one of the most comprehensive sources of depository deals and analysis on the Web, covering all major deposit product categories through editorial content, programmatic rate tables and user-generated content.

Under the terms of the Purchase Agreement, Buyer paid \$24 million of cash consideration for the assets of DepositAccounts at the closing of the transaction. Buyer deposited \$2.4 million of such purchase price into an escrow account to secure the indemnification obligations of DepositAccounts pursuant to the Purchase Agreement. Additionally, at the closing, Buyer received guarantees from each owner (direct and indirect) of DepositAccounts pursuant to which each such person guaranteed, on a several and not joint basis, the indemnification obligations of DepositAccounts under the Purchase Agreement, subject to the terms and limitations thereof.

Pursuant to the Purchase Agreement, DepositAccounts is also eligible to receive (i) up to seven payments of \$1 million each based on certain events and milestones during the period commencing on the closing date and ending on June 30, 2020 and (ii) a one-time performance payment of up to \$2 million based on the net revenue generated by Buyer from the advertising, promotion or marketing of deposit products during the period of January 1, 2018 through December 31, 2018. These additional payments, to the extent earned, will be payable in cash.

On June 15, 2017, the Company issued a press release announcing the acquisition of DepositAccounts. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits .

Exhibit No.	Exhibit Description
99.1	Press Release, dated June 15, 2017.

SIGNATURE

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

Date: June 20, 2017

LENDINGTREE, INC.

By: /s/ Gabriel Dalporto
Gabriel Dalporto
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Exhibit Description
99.1	Press Release, dated June 15, 2017.



June 15, 2017

LendingTree Acquires DepositAccounts.com

LendingTree enters deposit account space with a leading depository industry media property

CHARLOTTE, N.C., June 15, 2017 -- LendingTree, Inc. (NASDAQ: TREE) announced today that it has acquired certain assets of Deposits Online, LLC, which does business under the name DepositAccounts.com, a leading consumer-facing media property in the depository industry. DepositAccounts.com is one of the most comprehensive sources of depository deals and analysis on the Web, covering all major deposit product categories through editorial content, programmatic rate tables and user-generated content.

"After looking at the deposit space for years, DepositAccounts.com was the clear choice given its ability to provide consumers with the deepest and most robust deposit product data along with useful and informative editorial content," said Doug Lebda, founder and CEO of LendingTree. "This acquisition is a natural next step for LendingTree as we continue to leverage LendingTree's brand and industry-leading position to further diversify and expand into new financial services categories. We strongly believe that DepositAccounts.com's rich database of deposit products, data aggregation technology, and expert editorial content will enable us to offer consumers a more comprehensive shopping experience in all major financial product categories."

"We couldn't be more pleased to join the LendingTree team and are excited about our future together," said Ken Tumin, cofounder of DepositAccounts.com. "We are confident that LendingTree's strong brand, deep bank and lender relationships, and world-class leadership team will help DepositAccounts.com reach more consumers and achieve its mission of being the undisputed industry-leading source of depository banking information and tools for consumers."

The acquisition purchase has a possible total consideration of \$33 million, which consists of \$24 million in cash at closing, and contingent consideration payments of up to \$9 million.

Founders Investment Banking acted as the exclusive financial advisor to DepositAccounts.com.

About Deposits Online, LLC:

Deposits Online, LLC, operates DepositAccounts.com, the largest and most comprehensive online publication in the United States dedicated to providing bank deposit account information for consumers. It covers all 11,500+ federally insured banks and credit unions and utilizes its patented technology to daily track and update more than 270,000 consumer deposit rates. The site features more than 12,000 editorial articles detailing creative depository strategies and highlighting current bank rates and offers. It is also home to one of the largest communities of depositors on the Web, hosting more than 120,000 comments, customer reviews, and forum threads.

About LendingTree, Inc.

LendingTree, Inc. (NASDAQ: TREE) operates the nation's leading online loan marketplace and provides consumers with an array of online tools and information to help them find the best loans for their needs. LendingTree's online marketplace connects consumers with multiple lenders that compete for their business, empowering consumers as they comparison-shop across a full suite of loans and credit-based offerings. Since its inception, LendingTree has facilitated more than 65 million loan requests. LendingTree provides access to its network of over 500 lenders offering home loans, home equity loans/lines of credit, reverse mortgages, personal loans, auto loans, small business loans, credit cards, student loans and more.

LendingTree, Inc. is headquartered in Charlotte, NC and maintains operations solely in the United States. For more information, please visit www.lendingtree.com.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

The matters contained in the discussion above may be considered to be "forward-looking statements" within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, as amended. Those statements include statements regarding the intent, belief or current expectations or anticipations of the Company and members of its management team regarding the expected benefits from the acquisition. Factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include the following: the retention of key employees of DepositAccounts.com and the ability of the Company to successfully integrate DepositAccounts.com to achieve expected benefits; adverse conditions in the economy affecting deposit institutions and their willingness or interest to advertise on our or DepositAccounts.com's websites or mobile applications; increased competition and its effect on our or DepositAccounts.com's website traffic, clickthrough rates, advertising rates, margins, and market share ability to provide competitive service to deposit institutions and to consumers using DepositAccounts.com's and the Company's online offerings and other platforms; ability to maintain brand recognition for both the Company and DepositAccounts.com and to effectively leverage the LendingTree brand with the DepositAccounts.com brand; ability to develop new products and services and enhance existing ones; competition; the potential effects of existing and new laws, rules or regulations; failure to maintain the integrity of systems and infrastructure through integration; and failure to adequately protect intellectual property rights or allegations of infringement of intellectual property rights. These and additional factors to be considered are set forth under "Risk Factors" in the Company's Annual Report on Form 10-K for the period ended December 31, 2016, in its quarterly report on Form 10-Q for the period ended March 31, 2017 and in its other filings with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results or expectations.