

LENDINGTREE, INC.

Reported by
LEBDA DOUGLAS R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/28/17 for the Period Ending 07/26/17

Address	11115 RUSHMORE DRIVE CHARLOTTE, NC 28277
Telephone	704-943-8942
CIK	0001434621
Symbol	TREE
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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 or
Section 30(h) of the Investment Company Act of 1940

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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/26/2017</p>		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			

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				
Performance based nonqualified stock option	\$183.80	7/26/2017		A		672499		(1)(2)(3)(4)	7/26/2027	Common Stock	672499	\$0.00	672499	D	

Explanation of Responses:

- (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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBDA DOUGLAS R 1115 RUSHMORE DR.	X	X	Chairman & CEO	

Signatures

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

7/28/2017

—** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.