

LENDINGTREE, INC.

FORM 8-K (Current report filing)

Filed 09/22/17 for the Period Ending 09/19/17

Address	11115 RUSHMORE DRIVE CHARLOTTE, NC, 28277
Telephone	704-943-8942
CIK	0001434621
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): September 19, 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 8.01. Other Information***Acquisition of SnapCap***

On September 19, 2017, LendingTree, LLC (“Buyer”), a wholly-owned subsidiary of LendingTree, Inc. (“the Company”), acquired certain assets of Snap Capital LLC, a Delaware limited liability company, which does business under the name SnapCap (“SnapCap”), pursuant to an Asset Purchase Agreement (the “Purchase Agreement”), dated September 19, 2017, by and between Buyer and SnapCap. This acquisition was completed in the ordinary course of the Company’s business. SnapCap, a tech-enabled online platform, connects business owners with lenders offering small business loans, lines of credit and merchant cash advance products through a concierge-based sales approach.

Under the terms of the Purchase Agreement, Buyer paid \$12 million of cash consideration for the assets of SnapCap at the closing of the transaction. Buyer deposited \$1.2 million of such purchase price into an escrow account to secure the indemnification obligations of SnapCap pursuant to the Purchase Agreement. Additionally, at the closing, Buyer received guarantees from certain owners of SnapCap pursuant to which each such person guaranteed, on a several and not joint basis, the indemnification obligations of SnapCap under the Purchase Agreement, subject to the terms and limitations thereof.

Pursuant to the Purchase Agreement, SnapCap is also eligible to receive up to three payments of \$3 million each based on certain defined operating results during the period commencing on October 1, 2017 and ending on March 31, 2020. These additional payments, to the extent earned, will be payable in cash.

On September 19, 2017, the Company issued a press release announcing the acquisition of SnapCap. 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 September 19, 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: September 22, 2017

LENDINGTREE, INC.

By: /s/ Katharine F. Pierce

Katharine F. Pierce

Senior Vice President, General Counsel & Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Exhibit Description
99.1	Press Release, dated September 19, 2017.



Sep 19, 2017

LendingTree Acquires Non-Lending Assets of SnapCap

CHARLOTTE, N.C., Sept. 19, 2017 -- LendingTree, Inc. (NASDAQ: TREE) announced today that it has acquired certain assets of Snap Capital LLC, a tech-enabled online platform connecting business owners with lenders offering small business loans, lines of credit and merchant cash advance products through a concierge-based sales approach.

"SnapCap has a talented team with a unique, high-touch business model," said Doug Lebda, founder and CEO of LendingTree. "The company's concierge-based approach provides a quality end-to-end sales experience for customers while delivering high-intent borrowers and superior unit economics for lending partners. This transaction is consistent with our strategic plan and recent acquisitions, and we are confident it will help us scale and accelerate our small business channel."

"We are incredibly excited to be part of the LendingTree team. We have spent five years building this business and to partner with LendingTree is strong validation of our business model and its unique strengths" said Hunter Stunzi, co-founder of SnapCap. "Since LendingTree first launched its business loan marketplace in 2014, LendingTree has been committed to increasing credit accessibility for small businesses and we share the same vision of simplifying the loan process for business owners. We feel confident that this partnership will enable us to capture meaningful market share in the small business loan space and help even more business owners obtain the financing they need."

The acquisition purchase has a possible total consideration of \$21 million, which consists of \$12 million in cash at closing, and contingent consideration payments of up to \$9 million.

About SnapCap:

Based in Charleston, South Carolina, SnapCap is leading a revolution in small business finance by reducing the complexities found in the traditional lending process. Committed to investing in small business, SnapCap offers a better way to borrow by focusing on performance-based financing. Personal service combined with real-time evaluation technology makes it easier to provide financing solutions with greater speed and accuracy to the small businesses that drive the American economy.

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 SnapCap and the ability of the Company to successfully integrate SnapCap to achieve expected benefits; adverse conditions in the economy affecting small business lenders and their willingness or interest to acquire marketing leads from us or SnapCap; increased competition and its effect on our or SnapCap's website traffic, click-through rates, advertising rates, margins, and market share ability to provide competitive service to small business lenders and to merchants using SnapCap's and the Company's online offerings and other platforms; ability to maintain brand recognition for both the Company and SnapCap and to effectively leverage the LendingTree brand with the SnapCap 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 June 30, 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.