

# **LENDINGTREE, INC.**

Reported by  
**LEBDA DOUGLAS R**

## **FORM 4/A**

(Amended Statement of Changes in Beneficial Ownership)

Filed 04/12/18 for the Period Ending 02/16/18

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**

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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

<b>1. Name and Address of Reporting Person *</b>  <b>LEBDA DOUGLAS R</b>  (Last) (First) (Middle)  <b>1115 RUSHMORE DR.</b>  (Street)  <b>CHARLOTTE, NC 28277</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>LendingTree, Inc. [ TREE ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chairman &amp; CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/16/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <p align="center"><b>2/21/2018</b></p>		

**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				
<b>Performance based nonqualified stock option</b>	<b>\$378.95</b>	<b>2/16/2018</b>		<b>A</b>		<b>21982</b>		<b>(1) (2) (3)</b> <b>(4) (5)</b>	<b>2/16/2028</b>	<b>Common Stock</b>	<b>21982</b>	<b>\$0</b>	<b>21982</b>	<b>D</b>	

**Explanation of Responses:**

- (1) The performance based nonqualified stock option was made in accordance with the reporting person's employment agreement with the Company and has both time and performance based vesting conditions. The "Target Shares" for this option grant is 13,163 shares. Shares will become "Performance Vested" if the volume weighted average closing per share price of the Company's common stock ("VWAP") in any fiscal quarter (measured during the final 30 trading days in each fiscal quarter) commencing with the second fiscal quarter of 2018 through the first fiscal quarter of 2022 exceeds \$378.95 (the "Base Price") based on the following schedule:
- (2) (Continued from F1): : (i) if VWAP Increase over Base Price is less than 41%, 0% of Target Shares will Performance Vest; (ii) if VWAP Increase over Base Price is 41%, 33% of Target Shares (i.e., 4,344 shares) will Performance Vest; (iii) if VWAP Increase over Base Price is 61%, 67% of Target Shares (i.e., 8,819 shares) will Performance Vest; (iv) if VWAP Increase over Base Price is 81%, 100% of Target Shares (i.e., 13,613 shares) will Performance Vest; (v) if VWAP Increase over Base Price is 101%, 133% of Target Shares (i.e., 17,507 shares) will Performance Vest; and (vi) if VWAP Increase over Base Price is 121% or greater, 167% of Target Shares (i.e., 21,982 shares) will Performance Vest. Linear interpolation of vesting applies if the VWAP increases over Base Price is between 41% and 121%.
- (3) (continued from F2): The maximum number of shares that may Performance Vest is 21,982 shares. Shares which are Performance Vested will become vested and exercisable on March 31, 2022 if the reporting person's service has not previously terminated. Shares that do not become Performance Vested shall be forfeited without consideration. Similarly, if before March 31, 2022 the reporting person'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 the reporting person'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,
- (4) (continued from F3): or (iii) February 16, 2028. If there is a change of control of the Company, or if the reporting person's service is terminated either due to his death or disability, or by us without cause, or by the reporting person 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.
- (5) This amendment corrects the date on which the shares that Performance Vest will become vested and exercisable.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBDA DOUGLAS R 11115 RUSHMORE DR. CHARLOTTE, NC 28277	X	X	Chairman & CEO	

**Signatures**

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

4/12/2018

\*\* 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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