

DILLER BARRY
Form 4
February 22, 2019

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DILLER BARRY

2. Issuer Name and Ticker or Trading Symbol
IAC/INTERACTIVECORP [IAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & Senior Executive

**C/O
IAC/INTERACTIVECORP., 555
WEST 18TH STREET**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10011

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares		
Class B Common Stock ⁽²⁾	\$ 0 ⁽¹⁾	02/20/2019	G ⁽²⁾ V		861,068	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.001	861,068	
Class B Common Stock ⁽²⁾	\$ 0 ⁽¹⁾	02/20/2019	G ⁽²⁾ V	861,068		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.001	861,068	
Class B Common Stock ⁽²⁾	\$ 0 ⁽¹⁾					<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.001	1,550,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLER BARRY C/O IAC/INTERACTIVECORP, 555 WEST 18TH STREET NEW YORK, NY 10011	X		Chairman & Senior Executive	

Signatures

/s/ Barry Diller 02/22/2019
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * 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).
- (1) Represents shares of IAC Class B common stock that are convertible at the option of the holder on a one-for-one basis into shares of IAC common stock at any time and do not have an expiration date. Each share of IAC Class B common stock is entitled to ten votes per share and each share of IAC common stock is entitled to one vote per share.
- (2) Reflects final transfers from terminating grantor retained annuity trusts created in 2017 (the "2017 GRATs") to trusts for the benefit of certain of the Reporting Person's family members (the "Descendants Trusts").
- (3) Reflects the final annuity payments of an aggregate of 296,739 shares of Class B Common Stock from the two terminating 2017 GRATs to Mr. Diller.

Remarks:

Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing

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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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