BLATT GREGORY R

Form 4/A

December 19, 2008

FORM 4

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

OMB Number:

Expires:

3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, 2005

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

1. Name and BLATT Gl	rting Person *	2. Iss		nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
	(First) RACTIVECO	(Middle)	3. Date (Mont)		CTIVECORP [IACI] Transaction	_X_ Office below)	etor cer (give t		10% Owner Other (specify
NEW YOF	(Street)		Filed(1	mendment, Month/Day/Y 2/2008	Date Original ear)	Applicable l _X_ Form f	Line) iled by Or	ie Reportii	Filing(Checking Person ne Reporting
(City)	(State)	(Zip)	T	able I - Nor	-Derivative Securities Acc	quired, Disp	osed of,	or Benef	icially Owne
1.Title of	2. Transaction	Date 2A. Dee	med	3.	4. Securities Acquired	5. Amoun	t of	6.	7. Natui

(City)	(State)	Tabl	e I - Non-D	Perivative Se	curities	s Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4 a	oosed of and 5) (A) or		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)
Common Stock, par value \$0.001 (1)	08/20/2008		M <u>(1)</u>	224,346 (1)	A	\$ 0	136,675 (2)	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number on Derivative Securities (A) or Dis (D) (Instr. 3, 4)	e Acquired sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. T Un (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Titl
Restricted Stock Units	\$ 0	08/20/2008		M(3)		7,879 (4)	11/05/2005 <u>(5)</u>	08/20/2008(5)	Co Sto
Restricted Stock Units	\$ 0	08/20/2008		M(3)		1,180 (4)	02/04/2005(5)	08/20/2008(5)	Co Sto
Restricted Stock Units	\$ 0	08/20/2008		M(3)		29,490 (4)	02/04/2009(5)	08/20/2008(5)	Co Sto
Restricted Stock Units	\$ 0	08/20/2008		M(3)		15,082 (4)	02/10/2006(5)	08/20/2008(5)	Co Sto
Restricted Stock Units	\$ 0	08/20/2008		M(3)		28,278 (<u>4)</u>	02/10/2010(5)	08/20/2008(5)	Co Sto
Restricted Stock Units	\$ 0	08/20/2008		M(3)		14,373 (4)	02/06/2007(5)(6)	02/06/2011(5)(6)	Co Sto
Restricted Stock Units	\$ 0	08/20/2008		M(3)		86,238 (4)	02/06/2011(5)(8)	02/06/2011(5)(8)	Co Sto
Restricted Stock Units	\$ 0	08/20/2008		J <u>(9)</u>	62,735 (10)		08/20/2008(5)(9)	02/16/2010(5)(9)	Co
Restricted Stock Units (10)	\$ 0	08/20/2008		M <u>(9)</u>		41,826 (<u>4)</u>	08/20/2008(5)(9)	02/16/2010(5)(9)	Co Sto

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Restricted Stock Units	\$ 0	01/31/2009(5)(12)	01/31/2012(5)(12)	S
Options to Purchase Common Stock	\$ 20.08	01/31/2009(5)(13)	01/31/2018(5)(13)	S
Options to Purchase Common Stock	\$ 22.7	01/31/2009(5)(13)	01/31/2018(5)(13)	S
Options to Purchase Common Stock	\$ 25.31	01/31/2009(5)(13)	01/31/2018(5)(13)	S

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BLATT GREGORY R C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			EVP & General Counsel				
Signatures							
Tanya M. Stanich as Attorney-in-Fac Blatt	t for Grego	ory R.	12/19/2008				

Explanation of Responses:

**Signature of Reporting Person

- * 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).
- Reflects shares of IAC common stock acquired upon the accelerated vesting of multiple grants of restricted stock units immediately prior to the completion of the spin-off by IAC of HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and Tree.com, Inc. on August 20, 2008 (the "Spin-Off"). The settlement of these accelerated vestings will occur on January 2, 2009.

Date

- (2) Reflects the one-for-two reverse stock split (the "Reverse Stock Split") effected in connection with, and immediately following, the Spin-Off.
- (3) Reflects the accelerated vesting of all or a portion of previously granted restricted stock units immediately prior to the completion of the Spin-Off pursuant to adjustments made in contemplation of the Spin-Off.
- (4) Represents the number of shares of IAC common stock accelerated upon the vesting of previously granted restricted stock units, which number does not give effect to the Reverse Stock Split.
- The date in the "Date Exercisable" column represents the first vesting date pursuant to the terms of the original award or, in the case of awards that were amended in connection with the Spin-Off, August 20, 2008. The date in the "Expiration Date" column represents, in the case of (i) restricted stock units that were accelerated in full in connection with the Spin-Off, August 20, 2008, (ii) all other restricted stock units, the last vesting date, and (iii) stock options, the last date of their term.

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- (6) Pursuant to the initial terms of this award, the two remaining tranches of this award will vest on February 6, 2010 and February 6, 2011.
- Represents the number of previously granted restricted stock units remaining after the accelerated vestings described above, with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such restricted stock units to reflect the Spin-Off and Reverse Stock Split. These previously granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split.
- (8) Pursuant to the initial terms of this award, this award will vest in one lump sum installment on February 6, 2011.
- (9) Reflects an amendment made to the terms of previously granted performance-based restricted stock units in contemplation of the Spin-Off to fix the number of shares of IAC common stock subject to the award, remove certain of the performance conditions and provide for the acceleration of the vesting of two-thirds of the award following the Spin-Off upon the achievement of certain other performance conditions in 2008, with the balance of the award vesting on February 16, 2010.
- (10) The number of restricted stock units and shares of IAC common stock underlying such restricted stock units do not reflect the Spin-Off and Reverse Stock Split.
- Represents the number of previously granted restricted stock units remaining after the accelerated vesting described above, with
 (11) adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such restricted stock units to reflect the Spin-Off and Reverse Stock Split.
 - Represents previously granted restricted stock units, with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such restricted stock units, to reflect the Spin-Off and Reverse Stock Split. These previously
- (12) granted restricted stock units have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off and Reverse Stock Split, which provide for vesting in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.
 - Represents previously granted stock options, with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of IAC common stock underlying such stock options and the per share exercise price to reflect the Spin-Off and Reverse Stock Split. These
- (13) previously granted stock options have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-Off and Reverse Stock Split, which provide for vesting in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.