

Stein Mark J
 Form 4
 February 14, 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 *
 Stein Mark J

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)
 02/12/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CSO

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 of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities 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 or Number of Shares
Restricted Stock Units ⁽¹⁾	\$ 0	02/12/2019	A		4,494		02/13/2019 ⁽¹⁾	02/12/2022 ⁽¹⁾	Common Stock, par value \$0.001	4,494
Restricted Stock Units ⁽²⁾	\$ 0	02/12/2019	A		8,988		02/13/2019 ⁽²⁾	02/12/2024 ⁽²⁾	Common Stock, par value \$0.001	8,988

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stein Mark J C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			EVP & CSO	

Signatures

Tanya M. Stanich as Attorney-in-Fact for Mark Stein 02/14/2019

**Signature of Reporting Person Date

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 performance-based restricted stock units that vest on any day during the three year period following the grant date after any 10 consecutive trading day period during which the closing price per share of IAC common stock is equal to or greater than \$267.00 (a 20% increase to the closing price of IAC common stock on the grant date), subject to the reporting person's employment on the date the performance requirement is satisfied. Shares of IAC common stock acquired upon the vesting of these performance-based restricted stock units may not be sold until the earlier of: (x) one year from the vesting date or (y) the original term of the award (three years).
- (2) Represents performance-based restricted stock units that vest on any day during the five year period following the grant date after any 10 consecutive trading day period during which the closing price per share of IAC common stock is equal to or greater than \$333.75 (a 50% increase to the closing price of IAC common stock on the grant date), subject to the reporting person's employment on the date the performance requirement is satisfied. Shares of IAC common stock acquired upon the vesting of these performance-based restricted stock units may not be sold until the earlier of: (x) one year from the vesting date or (y) the original term of the award (five years).

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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