DILLER BARRY

Form 4 March 06, 2019

FORM 4

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

SECURITIES

30(h) of the Investment Company Act of 1940

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

C/O

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

OMB APPROVAL

burden hours per

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * **DILLER BARRY**

(Middle)

2. Issuer Name and Ticker or Trading Symbol

IAC/INTERACTIVECORP [IAC]

3. Date of Earliest Transaction (Month/Day/Year) 03/04/2019

_X__ Director X_ Officer (give title below)

Issuer

10% Owner Other (specify

Chairman & Senior Executive

5. Relationship of Reporting Person(s) to

(Check all applicable)

IAC/INTERACTIVECORP, 555

WEST 18TH STREET

NEW YORK, NY 10011

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

(City)

1. Title of

Security

(Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(State)

(Month/Day/Year)

(Zip)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative

Conversion

(Month/Day/Year) Execution Date, if

3. Transaction Date 3A. Deemed

5. Number of TransactionDerivative

6. Date Exercisable and Expiration Date

7. Title and Amo Underlying Secu

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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	An or Nu of S
Restricted Stock Units (1)	\$ 0	03/04/2019		A	11,851	03/05/2019(1)	03/04/2022(1)	Common Stock, par value \$0.001	11
Restricted Stock Units (2)	\$ 0	03/04/2019		A	23,703	03/05/2019(2)	03/04/2024(2)	Common Stock, par value \$0.001	23

Reporting Owners

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

Signatures

Barry Diller 03/06/2019

**Signature of 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).

Represents performance-based restricted stock units that vest on any day during the three year period following the grant date after the average closing trading price price per share of IAC common stock over any 10 consecutive trading day period is equal to or greater than

- (1) \$267.00, 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).
 - Represents performance-based restricted stock units that vest on any day during the five year period following the grant date after the average closing trading price price per share of IAC common stock over any 10 consecutive trading day period is equal to or greater than
- (2) \$333.75, 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. 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.

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