

IAC/INTERACTIVECORP  
Form 4  
February 21, 2014

**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 \*  
Schwerdtman Michael H

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/19/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP & Controller

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 <sup>(1)</sup>	02/19/2014		M <sup>(1)</sup>		12,500	A	\$ 30.9
					13,165		
Common Stock, par value \$0.001	02/19/2014		S		12,500	D	\$ 70.8
					665		
Common Stock, par value	02/19/2014		M <sup>(1)</sup>		14,375	A	\$ 21.6
					15,040		

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\$0.001 <sup>(1)</sup>								
Common Stock, par value \$0.001	02/19/2014	S	14,375	D	\$ 70.88 <sup>(2)</sup>	665		D
Common Stock, par value \$0.001 <sup>(1)</sup>	02/20/2014	M <sup>(1)</sup>	30,000	A	\$ 45.78	30,665		D
Common Stock, par value \$0.001	02/20/2014	S	30,000	D	\$ 71.73 <sup>(3)</sup>	665		D

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

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(9-02)

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

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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Options to Purchase Common Stock	\$ 21.6	02/19/2014		M	14,375	02/16/2011 <sup>(4)</sup> 02/16/2020 <sup>(4)</sup>	Common Stock, par value \$0.001	14,375
Options to Purchase Common Stock	\$ 30.9	02/19/2014		M	12,500	02/15/2012 <sup>(5)</sup> 03/30/2021 <sup>(5)</sup>	Common Stock, par value \$0.001	12,500
Options to Purchase Common Stock	\$ 45.78	02/20/2014		M	30,000	02/02/2014 <sup>(6)</sup> 02/02/2022 <sup>(6)</sup>	Common Stock, par value \$0.001	30,000

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwerdtman Michael H C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			SVP & Controller	

## Signatures

Tanya M. Stanich as Attorney-in-Fact for Michael H.  
Schwerdtman

02/21/2014

\_\_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 shares of IAC common stock acquired upon the exercise of stock options (see footnotes 3 and 4 below).  
The price reflects the weighted average of sales made at prices ranging from \$70.80 to \$71.07. The reporting person agrees to provide  
(2) upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp or any security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.  
The price reflects the weighted average of sales made at prices ranging from \$71.70 to \$71.92. The reporting person agrees to provide  
(3) upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp or any security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- (4) Represents stock options that vested over four years on the anniversary of the grant date (February 16, 2010).
- (5) Represents stock options that vested/vest over four years on the anniversary of February 15, 2011.
- (6) Represents stock options that vested/vest 50% on the second anniversary of the grant date (February 2, 2012) and 25% on each of the third and fourth anniversaries of the grant date.

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.