

KAUFMAN VICTOR
Form 4/A
December 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
KAUFMAN VICTOR

(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)
08/20/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
08/22/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock, par value \$0.001 | 08/20/2008 | | M ⁽¹⁾ | | 88,209 A \$ 0 133,926 | D | |
| Common Stock, par value \$0.001 | 08/20/2008 | | F | | 20,318 ⁽²⁾ A \$ 0 56,804 ⁽³⁾ | 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 of Underlying Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽⁴⁾ | 16,222 ⁽⁵⁾ | 02/04/2005 ⁽⁶⁾ | 08/20/2008 ⁽⁶⁾ | Common Stock |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽⁴⁾ | 30,164 ⁽⁵⁾ | 02/10/2006 ⁽⁶⁾ | 08/20/2008 ⁽⁶⁾ | Common Stock |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | J ⁽⁷⁾ | 62,735 ⁽⁸⁾ | 08/20/2008 ⁽⁶⁾⁽⁷⁾ | 02/16/2010 ⁽⁶⁾⁽⁷⁾ | Common Stock |
| Restricted Stock Units | \$ 0 | 08/20/2008 | | M ⁽⁷⁾ | 41,823 ⁽⁸⁾ | 08/20/2008 ⁽⁶⁾⁽⁷⁾ | 02/16/2010 ⁽⁶⁾⁽⁷⁾ | Common Stock |
| Restricted Stock Units | \$ 0 | | | | | 01/31/2009 ⁽⁶⁾⁽¹⁰⁾ | 01/31/2012 ⁽⁶⁾⁽¹⁰⁾ | Common Stock |
| Options to Purchase Common Stock | \$ 20.08 | | | | | 01/31/2009 ⁽⁶⁾⁽¹¹⁾ | 01/31/2018 ⁽⁶⁾⁽¹¹⁾ | Common Stock |
| Options to Purchase Common Stock | \$ 22.7 | | | | | 01/31/2009 ⁽⁶⁾⁽¹¹⁾ | 01/31/2018 ⁽⁶⁾⁽¹¹⁾ | Common Stock |
| Options to Purchase Common | \$ 25.31 | | | | | 01/31/2009 ⁽⁶⁾⁽¹¹⁾ | 01/31/2018 ⁽⁶⁾⁽¹¹⁾ | Common Stock |

| | | | | |
|----------------------------------|----------|-------------------------------|-------------------------------|--|
| Stock | | | | |
| Options to Purchase Common Stock | \$ 27.06 | 08/20/2008 ⁽⁶⁾⁽¹²⁾ | 12/20/2009 ⁽⁶⁾⁽¹²⁾ | |
| Options to Purchase Common Stock | \$ 18.06 | 08/20/2008 ⁽⁶⁾⁽¹²⁾ | 12/18/2010 ⁽⁶⁾⁽¹²⁾ | |
| Options to Purchase Common Stock | \$ 21.87 | 08/20/2008 ⁽⁶⁾⁽¹²⁾ | 04/25/2011 ⁽⁶⁾⁽¹²⁾ | |
| Options to Purchase Common Stock | \$ 23.1 | 08/20/2008 ⁽⁶⁾⁽¹²⁾ | 12/16/2011 ⁽⁶⁾⁽¹²⁾ | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAUFMAN VICTOR C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011 | | X | | |

Signatures

Tanya M. Stanich as Attorney-in-Fact for Victor Kaufman 12/19/2008

**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) 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").
 - (2) Represents the withholding of shares of IAC common stock to cover the payment of taxes in connection with the vesting of restricted stock units (see footnote 1 above).
 - (3) Reflects the one-for-two reverse stock split (the "Reverse Stock Split") effected in connection with, and immediately following, the Spin-Off.
 - (4) 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.
 - (5) Represents the number of shares of IAC common stock accelerated upon the vesting of previously granted restricted stock units (as described above), which number does not give effect to the Reverse Stock Split.

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- (6) 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 fully vested stock options and 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.
- (7) 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 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.
- (8) 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.
- (9) Represents the number of previously granted restricted stock units remaining after the accelerated vesting 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.
- (10) 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 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.
- (11) 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 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.
- (12) In connection with the Spin-Off, stock options granted prior to December 31, 2007 were converted into options to purchase common stock of each of IAC, HSN, Inc., Interval Leisure Group, Inc., Ticketmaster and Tree.com, Inc., with adjustments (to maintain pre- and post-Spin-Off values) to the number of shares of common stock underlying each option and the per share exercise prices to reflect the Spin-Off and Reverse Stock Split. These 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. Reflects IAC stock options, as adjusted on the basis described immediately above.

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.