

BLATT GREGORY R
Form 4
December 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BLATT GREGORY R

(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)
12/01/2012

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)
CEO

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	(D)	Price
Common Stock, par value \$0.001	12/01/2012		A ⁽¹⁾		183,684	A	\$ 0
					366,924		
Common Stock, par value \$0.001	12/01/2012		F ⁽²⁾		92,430	D	\$ 47.15
					274,494		

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 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)
Restricted Stock Units	\$ 0	12/01/2012		D	183,684	12/01/2012 ⁽³⁾ 12/01/2014 ⁽³⁾	Common Stock, par value \$0.001

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	X		CEO	

Signatures

Tanya M. Stanich as Attorney-in-Fact for Gregory R. Blatt 12/04/2012

__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 vesting of restricted stock units (see footnote 3 below).
- (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.
- (3) Represents restricted stock units granted pursuant to the Company's 2008 Stock and Annual Incentive Plan, 50% of which vested on December 1, 2012, 25% of which vest on December 1, 2013 and 25% vest on December 1, 2014, subject to the satisfaction of certain performance-related conditions.
- (4) Represents the maximum number of remaining restricted stock units that could vest pursuant to the terms of the award, which provide that the number of restricted units to be earned and vested on each vesting date will be determined by the ratio of: (i) the average of the closing prices of IAC Common Stock for the 20 trading days preceding the applicable vesting date, divided by (ii) the closing price of

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IAC Common Stock on the grant date; provided, however, that in no event shall the number of restricted stock units ultimately earned and vested over the life of the award be less than 125,000 or more than 375,000 in the aggregate.

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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