

<b>OMB APPROVAL</b>	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>DILLER BARRY</b>  (Last) (First) (Middle) <b>C/O IAC/INTERACTIVECORP,</b> <b>555 WEST 18TH STREET</b>  (Street) <b>NEW YORK NY 10011</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>IAC/INTERACTIVECORP [ IAC ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman &amp; Senior Executive</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/21/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/21/2018		G <sup>(1)</sup>	V	136,711	D	\$0	0	I	Held through grantor retained annuity trusts
Common Stock, par value \$0.001	02/21/2018		G <sup>(1)</sup>	V	136,711	A	\$0	136,711	I	Held through Descendants Trusts

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock <sup>(2)</sup>	\$0 <sup>(2)</sup>	02/21/2018		G <sup>(1)</sup>	V		2,831,367	(2)	(2)	Common Stock, par value \$0.001	2,831,367	\$0	1,157,807 <sup>(3)</sup>	I	Held through grantor retained annuity trusts
Class B Common Stock <sup>(2)</sup>	\$0 <sup>(2)</sup>	02/21/2018		G <sup>(1)</sup>	V	2,831,367		(2)	(2)	Common Stock, par value \$0.001	2,831,367	\$0	2,831,367	I	Held through Descendants Trusts
Class B Common Stock <sup>(2)</sup>	\$0 <sup>(2)</sup>							(2)	(2)	Common Stock, par value \$0.001	1,259,424		1,259,424 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Reflects a transfer from terminating grantor retained annuity trusts created in 2016 (the "2016 GRATs") to trusts for the benefit of the Reporting Person's family members (the "Descendants Trusts").
- Represents shares of IAC Class B common stock that are convertible at the option of the holder on a one-for-one basis into shares of IAC common stock at any time and do not have an expiration date. Each share of IAC Class B common stock is entitled to ten votes per share and each share of IAC common stock is entitled to one vote per share.
- In February 2017, the 2016 GRATs paid Mr. Diller 1,518,849 shares of IAC Class B common stock in connection with an initial annuity payment, which Mr. Diller contributed into two new grantor retained annuity trusts created in 2017 (the "2017 GRATs"). In February 2018, (i) the 2016 GRATs paid Mr. Diller 898,382 shares of IAC Class B common stock as a final annuity payment and terminated as described in footnote (1) above and (ii) the 2017 GRATs paid Mr. Diller 361,042 shares of IAC Class B common stock as an initial annuity payment. The annuity payments from, and contributions into, the grantor retained annuity trusts were transfers exempt from reporting pursuant to Rule 16a-13.
- Reflects the final annuity payments from the two terminating 2016 GRATs as well as the initial annuity payments from the 2017 GRATs, described in footnote (3) above.

**Remarks:**

Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing shall not be an admission that the Reporting Person is the beneficial owner of any of the securities reported herein as indirectly held, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest therein.

/s/ Barry Diller

02/23/2018

\*\* Signature of Reporting Person      Date

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

\* 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).

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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