

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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| 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

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

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|---|---|---|
| 1. Name and Address of Reporting Person* <u>IAC/INTERACTIVECORP</u> (Last) (First) (Middle) <u>555 WEST 18TH STREET</u> (Street) <u>NEW YORK NY 10011</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Match Group, Inc. [MTCH]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2018</u> | |
| 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 ⁽¹⁾ | 06/30/2018 | | J ⁽¹⁾ | | 12,624 | A | \$38.09 | 15,009,876 | D | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/30/2018 | | J ⁽¹⁾ | | 49,861 | A | \$40.63 ⁽²⁾ | 15,059,737 | D | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/30/2018 | | J ⁽¹⁾ | | 50,105 | A | \$41.77 ⁽³⁾ | 15,109,842 | D | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/30/2018 | | J ⁽¹⁾ | | 15,054 | A | \$42.56 ⁽⁴⁾ | 15,124,896 | D | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 06/30/2018 | | J ⁽¹⁾ | | 13,411 | A | \$43.3 ⁽⁵⁾ | 15,138,307 | D | |

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 | | | | | |

Explanation of Responses:

- Represents shares of common stock of Match Group, Inc. ("MTCH") issued to/acquired by IAC/InterActiveCorp ("IAC") as reimbursement for shares of IAC common stock issued in connection with: (i) the settlement of MTCH equity awards formerly denominated in shares of a MTCH subsidiary and (ii) the exercise of IAC stock options, in each case, held by MTCH employees pursuant to the Employee Matters Agreement, dated November 24, 2015, between IAC and MTCH, as amended effective as of April 13, 2016.
- The price reflects a weighted average issuance price ranging from \$40.02 to \$40.87. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, MTCH or a security holder of MTCH, information regarding the number of shares issued at each separate price.
- The price reflects a weighted average issuance price ranging from \$41.15 to \$41.77. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, MTCH or a security holder of MTCH, information regarding the number of shares issued at each separate price.
- The price reflects a weighted average issuance price ranging from \$42.34 to \$42.78. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, MTCH or a security holder of MTCH, information regarding the number of shares issued at each separate price.
- The price reflects a weighted average issuance price ranging from \$43.01 to \$43.90. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, MTCH or a security holder of MTCH, information regarding the number of shares issued at each separate price.

Tanya M. Stanich, Assistant Secretary 07/03/2018

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.