

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>LEVIN JOSEPH</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>CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/29/2017</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 <sup>(1)</sup>	12/29/2017		M <sup>(1)</sup>		33,333	A	\$0	143,334	D	
Common Stock, par value \$0.001 <sup>(2)</sup>	12/29/2017		F <sup>(2)</sup>		18,607	D	\$123.25	124,727	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					
Restricted Stock Units <sup>(3)</sup>	\$0	12/29/2017		M		33,333		02/10/2017 <sup>(3)</sup>	02/10/2019 <sup>(3)</sup>	Common Stock, par value \$0.001	\$0	33,334	D	

**Explanation of Responses:**

1. Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 3 below).
2. Represents shares of IAC common stock withheld to cover the payment of taxes due in connection with the vesting of restricted stock units (see footnote 3 below).
3. Represents 33,333 restricted stock units that would have otherwise vested on February 10, 2018 and 33,334 restricted stock units that vest on February 10, 2019, in each case, subject to continued service.

Tanya Stanich as Attorney-in-Fact for Joseph Levin 01/03/2018

\*\* 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.