

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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*<br><b>KAUFMAN VICTOR</b> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><b>IAC/INTERACTIVECORP [ IACI ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)  | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/20/2008</b>              |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person    |  |  |
| C/O IAC/INTERACTIVECORP<br>555 WEST 18TH STREET                   |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><b>08/22/2008</b>      |  |  |  |  |  |
| (Street)  |           |              |  |  |  |  |  |  |
| <b>NEW YORK</b>   | <b>NY</b> | <b>10011</b> |  |  |  |  |  |  |
| (City)  | (State)   | (Zip)        |  |  |  |  |  |  |

**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 | 08/20/2008                           |  | M <sup>(1)</sup>               |   | 88,209  | A          | \$0   | 133,926   | D  |   |
| Common Stock, par value \$0.001 | 08/20/2008                           |  | F                              |   | 20,318 <sup>(2)</sup>   | A          | \$0   | 56,804 <sup>(3)</sup>   | 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               | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                     | \$0  | 08/20/2008                           |  | M <sup>(4)</sup>               |   |  | 16,222 <sup>(5)</sup> | 02/04/2005 <sup>(6)</sup>                                | 08/20/2008 <sup>(6)</sup>     | Common Stock, par value \$0.001   | 16,222 <sup>(5)</sup>      | \$0  | 0  | D   |  |
| Restricted Stock Units                     | \$0  | 08/20/2008                           |  | M <sup>(4)</sup>               |   |  | 30,164 <sup>(5)</sup> | 02/10/2006 <sup>(6)</sup>                                | 08/20/2008 <sup>(6)</sup>     | Common Stock, par value \$0.001   | 30,164 <sup>(5)</sup>      | \$0  | 0  | D   |  |
| Restricted Stock Units                     | \$0  | 08/20/2008                           |  | J <sup>(7)</sup>               |   | 62,735 <sup>(8)</sup>  |                       | 08/20/2008 <sup>(6)(7)</sup>                             | 02/16/2010 <sup>(6)(7)</sup>  | Common Stock, par value \$0.001   | 62,735 <sup>(8)</sup>      | \$0  | 62,735 <sup>(8)</sup>  | D   |  |
| Restricted Stock Units                     | \$0  | 08/20/2008                           |  | M <sup>(7)</sup>               |   | 41,823 <sup>(8)</sup>  |                       | 08/20/2008 <sup>(6)(7)</sup>                             | 02/16/2010 <sup>(6)(7)</sup>  | Common Stock, par value \$0.01  | 41,823 <sup>(8)</sup>      | \$0  | 23,962 <sup>(9)</sup>  | D   |  |
| Restricted Stock Units                     | \$0  |                                      |  |                                |   |  |                       | 01/31/2009 <sup>(6)(10)</sup>                            | 01/31/2012 <sup>(6)(10)</sup> | Common Stock, par value \$0.001   | 27,637 <sup>(10)</sup>     |  | 27,637 <sup>(10)</sup>   | D   |  |
| Options to Purchase Common Stock           | \$20.08  |                                      |  |                                |   |  |                       | 01/31/2009 <sup>(6)(11)</sup>                            | 01/31/2018 <sup>(6)(11)</sup> | Common Stock, par value \$0.001   | 190,972 <sup>(11)</sup>    |  | 190,972 <sup>(11)</sup>  | D   |  |
| Options to Purchase Common Stock           | \$22.7   |                                      |  |                                |   |  |                       | 01/31/2009 <sup>(6)(11)</sup>                            | 01/31/2018 <sup>(6)(11)</sup> | Common Stock, par value \$0.01  | 190,972 <sup>(11)</sup>    |  | 190,972 <sup>(11)</sup>  | D   |  |
| Options to Purchase Common Stock           | \$25.31  |                                      |  |                                |   |  |                       | 01/31/2009 <sup>(6)(11)</sup>                            | 01/31/2018 <sup>(6)(11)</sup> | Common stock, par value \$0.001   | 190,971 <sup>(11)</sup>    |  | 190,971 <sup>(11)</sup>  | D   |  |
| Options to Purchase Common Stock           | \$27.06  |                                      |  |                                |   |  |                       | 08/20/2008 <sup>(6)(12)</sup>                            | 12/20/2009 <sup>(6)(12)</sup> | Common Stock, par value \$0.001   | 174,986 <sup>(12)</sup>    |  | 174,986 <sup>(12)</sup>  | D   |  |
| Options to Purchase Common Stock           | \$18.06  |                                      |  |                                |   |  |                       | 08/20/2008 <sup>(6)(12)</sup>                            | 12/18/2010 <sup>(6)(12)</sup> | Common Stock, par value \$0.001   | 93,742 <sup>(12)</sup>     |  | 93,742 <sup>(12)</sup>   | D   |  |
| Options to Purchase Common Stock           | \$21.87  |                                      |  |                                |   |  |                       | 08/20/2008 <sup>(6)(12)</sup>                            | 04/25/2011 <sup>(6)(12)</sup> | Common Stock, par value \$0.01  | 62,495 <sup>(12)</sup>     |  | 62,495 <sup>(12)</sup>   | D   |  |
| Options to Purchase Common Stock           | \$23.1   |                                      |  |                                |   |  |                       | 08/20/2008 <sup>(6)(12)</sup>                            | 12/16/2011 <sup>(6)(12)</sup> | Common Stock, par value \$0.001   | 135,009 <sup>(12)</sup>    |  | 135,009 <sup>(12)</sup>  | D   |  |

**Explanation of Responses:**

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.
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.

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

\*\* 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.**