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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

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

| 1. Name and Address of Reporting Person* <u>WINIARSKI GREGG</u> | | | 2. Issuer Name and Ticker or Trading Symbol IAC/INTERACTIVECORP [IAC] | | tionship of Reporting Perso all applicable) Director Officer (give title | 10% Owner Other (specify | | | | |
|--|--|----------------|--|------------------------|---|-----------------------------|--|--|--|--|
| (Last) C/O IAC/INTE 555 WEST 18T | (First) (Middle) RACTIVECORP 'H STREET | | 3. Date of Earliest Transaction (Month/Day/Year) 11/28/2017 | | below) Officer (EVP ar | below) nd GC) | | | | |
| (Street) NEW YORK (City) | NY (State) | 10011 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing Form filed by One Repo Form filed by More than | rting Person | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |

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. Transa Code (I 8) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|---|------------------------------------|---------|---|---|---|---|--|
| | Code V Amount (A) or Price Transaction(s | | Transaction(s) (Instr. 3 and 4) | | (| | | | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 11/28/2017 | | M ⁽¹⁾ | 50,000 | A | \$21.6 | 76,517 | D | |
| Common Stock, par value \$0.001 ⁽¹⁾ | 11/28/2017 | | M ⁽¹⁾ | 200,000 | A | \$30.9 | 276,517 | D | |
| Common Stock, par value \$0.001 ⁽²⁾ | 11/28/2017 | | F ⁽²⁾ | 155,175 | D | \$133.94 | 121,342 | 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. Transa Code (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) | 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 | | (Instr. 4) | | |
| Options to Purchase Common Stock, par value \$0.001 ⁽³⁾ | \$21.6 | 11/28/2017 | | М | | | 50,000 | 02/16/2011 ⁽³⁾ | 02/16/2020 ⁽³⁾ | Common Stock, par value \$0.001 | 50,000 | \$0 | 0 | D | |
| Options to Purchase Common Stock, par value \$0.001 ⁽³⁾ | \$30.9 | 11/28/2017 | | М | | | 200,000 | 03/30/2012 ⁽³⁾ | 03/30/2021 ⁽³⁾ | Common Stock, par value \$0.001 | 200,000 | \$0 | 0 | D | |

Explanation of Responses:

1. Represents shares of IAC common stock acquired upon the exercise of stock options (see footnote 3).

2. Represents shares of IAC Common Stock withheld to cover the payment of the exercise price and taxes due in connection with the exercise of stock options (see footnote 3).

3. Represents fully vested stock options.

Tanya M. Stanich as Attorney-

in-Fact for Gregg Winiarski

11/30/2017

Date

** Signature of Reporting Person

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.