

| 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* <u>WINIARSKI GREGG</u> (Last) (First) (Middle) <u>C/O IAC/INTERACTIVECORP</u> <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>IAC/INTERACTIVECORP [IACI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP & General Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2013</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | | | | |

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 | | Date Exercisable | Expiration Date | | | | | | Title |
| Options to Purchase Common Stock ⁽¹⁾ | \$47.06 | 05/03/2013 | | A | | 44,005 | 05/03/2014 ⁽¹⁾ | 05/03/2023 ⁽¹⁾ | Common Stock, par value \$0.001 | 44,005 | \$0 | 44,005 | D | |
| Restricted Stock Units ⁽²⁾ | \$0 | 05/03/2013 | | A | | 10,625 | 05/03/2016 ⁽²⁾ | 05/03/2017 ⁽²⁾ | Common Stock, par value \$0.001 | 10,625 | \$0 | 10,625 | D | |

Explanation of Responses:

- Represents stock options granted pursuant to the Company's 2008 Stock and Annual Incentive Plan, which vest in equal installments over four years on the anniversary of the grant date (May 3, 2013).
- Represents restricted stock units granted pursuant to the Company's 2008 Stock and Annual Incentive Plan, which vest in two equal installments on the third and fourth anniversaries of the grant date (May 3, 2013).

Tanya M. Stanich as Attorney-in-Fact for Gregg Winiarski 05/07/2013

** 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.