

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under §240.14a-12

IAC/InterActiveCorp

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 28, 2018.**

IAC/INTERACTIVECORP



IAC/INTERACTIVECORP
ATTN: JOANNE HAWKINS
555 WEST 18TH STREET
NEW YORK, NY 10011

Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 30, 2018
Date: June 28, 2018 **Time:** 9:00 a.m. Eastern Daylight
Location: Meeting live via the Internet-please visit
www.virtualshareholdermeeting.com/IAC

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit www.virtualshareholdermeeting.com/IACI2018 and be sure to review the information that is printed in the box marked by the → XXXX XXXX XXXX XXXX (located on the following

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxy.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the information contained in the proxy materials before voting.

See the reverse side of this notice to review proxy materials and voting instructions

— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 14, 2018 to facilitate timely delivery.

— **How To Vote** —
Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/IACI2018. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends that you vote FOR the following:

1. Election of Directors

Nominees:

- | | |
|-------------------------|-------------------------------|
| 01) Edgar Bronfman, Jr. | 07) Joseph Levin |
| 02) Chelsea Clinton | 08) Bryan Lourd* |
| 03) Barry Diller | 09) David Rosenblatt |
| 04) Michael D. Eisner | 10) Alan G. Spoon* |
| 05) Bonnie S. Hammer | 11) Alexander von Furstenberg |
| 06) Victor A. Kaufman | 12) Richard F. Zannino* |

*To be voted upon by the holders of Common Stock voting as a separate class.

The Board of Directors recommends that you vote FOR proposal 2:

2. To approve the 2018 Stock Plan Proposal.

The Board of Directors recommends that you vote FOR proposal 3:

3. Ratification of the appointment of Ernst & Young LLP as IAC's independent registered public accounting firm for 2018.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Voting Items

The Board of Directors recommends that you vote
FOR the following:

1. Election of Directors

Nominees:

- | | |
|-------------------------|-------------------------------|
| 01) Edgar Bronfman, Jr. | 06) Victor A. Kaufman |
| 02) Chelsea Clinton | 07) Joseph Levin |
| 03) Barry Diller | 08) David Rosenblatt |
| 04) Michael D. Eisner | 09) Alexander von Furstenberg |
| 05) Bonnie S. Hammer | |

The Board of Directors recommends that you vote FOR proposal 2:

2. To approve the 2018 Stock Plan Proposal.

The Board of Directors recommends that you vote FOR proposal 3:

3. Ratification of the appointment of Ernst & Young LLP as IAC's independent registered public accounting firm for 2018.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

E46464-P08000

