

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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>Schwerdtman Michael H</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) SVP & Controller
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2014</u>	
	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 ⁽¹⁾	02/19/2014		M ⁽¹⁾		12,500	A	\$30.9	13,165	D	
Common Stock, par value \$0.001	02/19/2014		S		12,500	D	\$70.8	665	D	
Common Stock, par value \$0.001 ⁽¹⁾	02/19/2014		M ⁽¹⁾		14,375	A	\$21.6	15,040	D	
Common Stock, par value \$0.001	02/19/2014		S		14,375	D	\$70.88 ⁽²⁾	665	D	
Common Stock, par value \$0.001 ⁽¹⁾	02/20/2014		M ⁽¹⁾		30,000	A	\$45.78	30,665	D	
Common Stock, par value \$0.001	02/20/2014		S		30,000	D	\$71.73 ⁽³⁾	665	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					
Options to Purchase Common Stock	\$21.6	02/19/2014		M			14,375	02/16/2011 ⁽⁴⁾	02/16/2020 ⁽⁴⁾	Common Stock, par value \$0.001	\$0	0	D	
Options to Purchase Common Stock	\$30.9	02/19/2014		M			12,500	02/15/2012 ⁽⁵⁾	03/30/2021 ⁽⁵⁾	Common Stock, par value \$0.001	\$0	12,500	D	
Options to Purchase Common Stock	\$45.78	02/20/2014		M			30,000	02/02/2014 ⁽⁶⁾	02/02/2022 ⁽⁶⁾	Common Stock, par value \$0.001	\$0	30,000	D	

Explanation of Responses:

- Represents shares of IAC common stock acquired upon the exercise of stock options (see footnotes 3 and 4 below).
- The price reflects the weighted average of sales made at prices ranging from \$70.80 to \$71.07. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp or any security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- The price reflects the weighted average of sales made at prices ranging from \$71.70 to \$71.92. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp or any security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- Represents stock options that vested over four years on the anniversary of the grant date (February 16, 2010).
- Represents stock options that vested/vest over four years on the anniversary of February 15, 2011.
- Represents stock options that vested/vest 50% on the second anniversary of the grant date (February 2, 2012) and 25% on each of the third and fourth anniversaries of the grant date.

Tanya M. Stanich as Attorney-in-Fact for Michael H. Schwerdtman 02/21/2014

** 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.

