FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* Schwerdtman Michael H |   |  |   |         | 2. Issuer Name and Ticker or Trading Symbol  IAC/INTERACTIVECORP [ IAC ] |   |       |              |                  |  |          |  |                                    | (Chec                             | k all applica<br>Director | able)   | g Perso  | on(s) to Issu<br>10% Ow<br>Other (s                 | ner  |  |
|--|---|--|---|---------|--|---|-------|--------------|------------------|--|----------|--|------------------------------------|-----------------------------------|---------------------------|---|--|---|--|--|
|  | Last) (First) (Middle) C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET   |  |   |         |  | 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2020 |       |              |                  |  |          |  |                                    |                                   | X                         | Officer (give title below)  SVP and Contro          |  |   | below)   | респу  |
| (Street)  NEW Y(   |   |  | 10011 (Zip)                                       |         | 4. 1   | If Ame  | endme | ent, Date    | e of C           | Original F   | -iled    | (Month/Day   | /Year)                             |                                   | 6. Indi<br>Line)<br>X     | Form fil  | led by One   | e Repo  | (Check App<br>rting Persor<br>One Repor                                  | ı  |
|  |   | Ta   | ble I - No  | n-Deri\ | vativ  | re Se   | ecuri | ties A       | cqu              | ıired,   | Dis      | posed of   | , or Ben                           | efici                             | ally                      | Owned   |  |   |  |  |
| 1. Title of Security (Instr. 3)  2. Trans. Date (Month/I       |   |  |   | ear)    | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)              |   | е,    | Code (Instr. |                  | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 |          |  | and 5) Securit<br>Benefic<br>Owned |                                   | s<br>Illy<br>ollowing     | Form  | : Direct I<br>Indirect I<br>str. 4)  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |  |  |
|  |   |  |   |         |  |   |       |              |                  | Code   | v        | Amount   | (A) or<br>(D)                      | Price                             | ;                         | Reported<br>Transacti<br>(Instr. 3 a                | on(s)  |   |  | Instr. 4)  |
| Common Stock, par value \$0.001 <sup>(1)</sup> 02/01/          |   |  |   | 1/202   | 2020   |   |       |              | M <sup>(1)</sup> |  | 1,250    | A  | \$                                 | 6 <mark>0</mark>                  | 2,721                     |   | D  |   |  |  |
| Common Stock, par value \$0.001 <sup>(2)</sup> 02/01/.         |   |  |   | 1/202   | 20   |   |       |              | F <sup>(2)</sup> |  | 440 D \$ |  | \$24                               | 3.59                              | 2,281                     |   | D  |   |  |  |
|  |   |  | Table II -  |         |  |   |       |              | •                | •  |          | osed of, convertib   |                                    |                                   | •                         | wned  |  |   |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution I<br>if any<br>(Month/Day | Date, T | ransac<br>Code (I  |   | of I  |              | Expi             | ate Exerc<br>iration D<br>nth/Day/                         | ate      | le and 7. Title and Amount of Securities Underlying Derivative (Instr. 3 and |                                    | f<br>s<br>g<br>Secur              |                           | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Numbe<br>derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported<br>Transacti<br>(Instr. 4) | e<br>s<br>lly                                       | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |   | C       | Code   | v   | (A)   | (D)          | Date<br>Exer     | rcisable   |          | xpiration<br>ate   | Title                              | Amor<br>or<br>Numl<br>of<br>Share |                           |   |  |   |  |  |
| Restricted<br>Stock<br>Units <sup>(3)</sup>                    | \$0   | 02/01/2020                                 |   |         | M  |   |       | 1,250        | 02/0             | 1/2019 <sup>(3</sup>                                       | ) 02     | 2/01/2022 <sup>(3)</sup>   | Common<br>Stock,<br>par value      | 1,25                              | 50                        | \$0   | 2,500  | )   | D  |  |

## **Explanation of Responses:**

- 1. Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 3 below).
- 2. Represents shares of IAC common stock withheld to cover the payment of taxes due in connection with the vesting of restricted stock units (see footnote 3 below).
- 3. Represents restricted stock units that vested/vest in four equal installments on each of February 1, 2019, 2020, 2021 and 2022.

<u>Tanya M. Stanich as Attorney-</u> in-Fact for Michael H. 02/04/2020

Schwerdtman

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.