

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

ANGI INC.

---

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE

---

(Title of Class of Securities)

00183L102

---

(CUSIP Number)

Kendall Handler  
IAC Inc., 555 West 18th Street  
New York, NY, 10011  
(212) 314-7300

---

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/13/2025

---

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

SCHEDULE 13D

CUSIP No. 00183L102

Name of reporting person

1

IAC Inc.

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

419,598,827.00

Number of Shares Beneficially

Shared Voting Power

8

Owned by

0.00

Each Reporting Person

Sole Dispositive Power

9

419,598,827.00

With: Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 419,598,827.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 85.2 %

Type of Reporting Person (See Instructions)

14 CO

**Comment for Type of Reporting Person:** Note to 7, 9, and 11: Reflects: (i) 417,010,647 shares of Class B Common Stock, par value \$0.001, of Angi Inc. ("ANGI Class B Common Stock"), beneficially owned by IAC Inc. ("IAC") as converted on a one-to-one basis into shares of Class A Common Stock, par value \$0.001, of Angi Inc. ("ANGI Class A Common Stock"), in accordance with their terms, and (ii) 2,588,180 shares of ANGI Class A Common Stock beneficially owned by IAC. Note to 13: Assumes the conversion of all shares of ANGI Class B Common Stock beneficially owned by IAC into shares of ANGI Class A Common Stock on a one-for-one basis. Because each share of ANGI Class B Common Stock is generally entitled to ten votes per share and each share of ANGI Class A Common Stock is entitled to one vote per share, IAC may be deemed to beneficially own equity securities of Angi Inc. ("ANGI") representing approximately 98.3% of the total voting power of all classes of capital stock of ANGI, based on 75,249,787 shares of ANGI Class A Common Stock outstanding as of November 8, 2024 and 417,010,647 shares of ANGI Class B Common Stock outstanding as of the date hereof.

## SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE

Name of Issuer:

(b) ANGI INC.

Address of Issuer's Principal Executive Offices:

(c) IAC Inc., 555 West 18th Street, New York, NEW YORK , 10011.

**Item 1** Introductory Note This amended report on Schedule 13D relating to ANGI Class A Common Stock initially filed by  
**Comment:** IAC with the U.S. Securities and Exchange Commission (the "SEC") on July 7, 2020, as amended by Amendment No. 1 thereto dated April 2, 2021 and Amendment No. 2 thereto dated November 12, 2024 (the "Initial Schedule 13D"), is hereby further amended and supplemented to include the information set forth in this Amendment No. 3 to the Initial Schedule 13D. Capitalized terms not defined herein have the meanings given to such terms in the Initial Schedule 13D.

**Item 2.** Identity and Background

(a) No amendment to this Item is being made.

**Item 4.** Purpose of Transaction

The information set forth in Item 4 of the Initial Schedule 13D is hereby amended and supplemented as follows: On January 13, 2025, IAC announced that its board of directors (the "IAC Board") had authorized management to pursue the spin-off of its ownership stake in ANGI to IAC shareholders. As of the date hereof, IAC intends to effect the spin-off of its ownership stake in ANGI through a dividend of all of the capital stock of ANGI owned by IAC to the holders of its common stock and Class B common stock. Prior to the effective time of such dividend, IAC intends to voluntarily convert all of the shares of ANGI Class B Common Stock that it owns to shares of ANGI Class A Common Stock. Following this conversion and the dividend, there will be no shares of ANGI Class B Common Stock outstanding and IAC will no longer hold any shares of ANGI common stock. The completion of the spin-off and dividend, and associated share conversion, remain subject to conditions and to the approval of the IAC Board, and may not be completed, on the anticipated terms or at all. On January 13, 2025, IAC also announced the entry by IAC and Joseph Levin into that certain Employment Transition Agreement. Pursuant to this agreement, as of January 13, 2025, IAC transferred 5,008,600 fully vested shares of ANGI Class B Common Stock to Mr. Levin, all of which Mr. Levin has converted into shares of ANGI Class A Common Stock on a one-for-one basis in accordance with their terms. The foregoing summary is not complete and is qualified in its entirety by reference to the full text of the Employment Transition Agreement, which is attached hereto as Exhibit 7.4 and incorporated herein by reference. As of January 13, 2025 and the date hereof, Mr. Levin serves as Chief Executive Officer and a member of the IAC Board and Chairman of the board of directors of ANGI (the "ANGI Board"). The ANGI Board has elected Mr. Levin to serve as Executive Chairman of the ANGI Board, effective as of the earlier of the date of completion of the spin-off or May 31, 2025.

**Item 5.** Interest in Securities of the Issuer

The information set forth in paragraph (a) of Item 5 of the Initial Schedule 13D is hereby amended and supplemented as follows: (a) IAC beneficially owns: (i) 417,010,647 shares of ANGI Class B Common Stock, representing 100% of the outstanding shares of ANGI Class B Common Stock as of the date hereof, and (ii) 2,588,180 shares of ANGI Class A Common Stock, representing 3.4% of the outstanding shares of ANGI Class A Common Stock as of November 8, 2024. Shares of ANGI Class B Common Stock are convertible into shares of ANGI Class A Common Stock on a one-for-one basis, at any time at the election of the holder of such shares. IAC is the beneficial owner of equity securities of ANGI representing approximately 98.3% of the total voting power of all classes of ANGI capital stock and approximately 85.2% (on an as converted basis) of the total outstanding shares of ANGI capital stock.

(a) IAC has sole voting and sole dispositive power with regard to (i) 417,010,647 shares of ANGI Class B Common Stock and (ii) 2,588,180 shares of ANGI Class A Common Stock.

(b) The information set forth above in Item 4 above with respect to the Employment Transition Agreement is incorporated herein by reference.

**Item 6.** Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth above in Item 4 above with respect to the Employment Transition Agreement is incorporated herein by reference.

**Item 7.** Material to be Filed as Exhibits.

7.1 Investor Rights Agreement, dated as of September 29, 2017, by and between IAC (as assignee of Old IAC) and ANGI Homeservices Inc. (filed as Exhibit 2.2 to Old IAC's Current Report on Form 8-K dated September 29, 2017, filed with the Securities and Exchange Commission on October 2, 2017). 7.2 Contribution Agreement, dated as of September 29, 2017, by and between IAC (as assignee of Old IAC) and ANGI Homeservices Inc. (filed as Exhibit 2.1 to Old IAC's Current Report on Form 8-K dated September 29, 2017, filed with the Securities and Exchange Commission on October 2, 2017). 7.3 Employee Matters Agreement, dated as of September 29, 2017, by and between IAC (as assignee of Old IAC) and ANGI Homeservices Inc. (filed as Exhibit 2.5 to Old IAC's Current Report on Form 8-K dated September 29, 2017, filed with the Securities and Exchange Commission on October 2, 2017). 7.4 Employment Transition Agreement, dated as of January 13, 2025, by and between IAC Inc. and Joseph Levin. (filed as Exhibit 10.1 to IAC's Current Report on Form 8-K dated January 13, 2025, filed with the Securities and Exchange Commission on January 13, 2025).

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

IAC Inc.

Signature: /s/ Kendall Handler

Name/Title: Kendall Handler, Executive Vice President, Chief  
Legal Officer & Secretary

Date: 01/15/2025