

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BLATT GREGORY R</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/18/2013</u>	
		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	(A) or (D)	Price			
Common Stock, par value \$0.001	12/18/2013		M ⁽¹⁾		134,115	A	\$20.08	451,713	D	
Common Stock, par value \$0.001	12/18/2013		D ⁽²⁾		134,115	D	\$60.09	317,598	D	
Common Stock, par value \$0.001	12/18/2013		M ⁽¹⁾		134,115	A	\$22.7	451,713	D	
Common Stock, par value \$0.001	12/18/2013		D ⁽²⁾		134,115	D	\$60.09	317,598	D	
Common Stock, par value \$0.001	12/18/2013		M ⁽¹⁾		134,115	A	\$25.31	451,713	D	
Common Stock, par value \$0.001	12/18/2013		D ⁽²⁾		134,115	D	\$60.09	317,598	D	
Common Stock, par value \$0.001	12/19/2008		M ⁽¹⁾		134,115	A	\$16.28	451,713	D	
Common Stock, par value \$0.001	12/19/2013		D ⁽²⁾		134,115	D	\$60.09	317,598	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	Title	Amount or Number of Shares				
Options to Purchase Common Stock	\$20.08	12/18/2013		M ⁽³⁾			134,115	01/31/2009	04/09/2018	Common Stock, par value \$0.001	134,115	\$0	0	D	
Options to Purchase Common Stock	\$22.7	12/18/2013		M ⁽³⁾			134,115	01/31/2009	04/09/2018	Common Stock, par value \$0.001	134,115	\$0	0	D	
Options to Purchase Common Stock	\$25.31	12/18/2013		M ⁽³⁾			134,115	01/31/2009	04/09/2018	Common Stock, par value \$0.001	134,115	\$0	0	D	
Options to Purchase Common Stock	\$16.28	12/19/2013		M ⁽³⁾			134,115	12/17/2009	12/17/2018	Common Stock, par value \$0.001	134,115	\$0	0	D	

Explanation of Responses:

- Reflects shares of IAC common stock acquired upon the exercise of stock options that were ultimately settled in cash (see footnote 2 below).
- Reflects shares acquired from the reporting person by the issuer for cash at a price per share determined by reference to the applicable plan governing the related stock options.
- After the stock option exercises reported on this Form 4, the reporting person holds: (i) 750,000 options to purchase IAC common stock with an exercise price of \$32.00 (562,500 of which are vested and the balance of which vest on December 1, 2014), (ii) 352,037 options to purchase IAC common stock with an exercise price of \$47.06 that vest in equal installments over four years on the anniversary of the grant date (May 3, 2013), (iii) up to 93,750 restricted stock units that vest on December 1, 2014, subject to market-based performance conditions, and (iv) 84,998 restricted stock units that vest in two equal installments on the second and third anniversaries of the grant date (May 3, 2013).

Tanya M. Stanich as Attorney-in-Fact for Gregory R. Blatt 12/20/2013

** 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.