



<b>Title of Securities Being Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.001 per share	4,504,683(1)(2)	\$133.92(3)	\$603,267,147.00(3)	\$75,106.76

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "*Securities Act*"), the number of shares of Common Stock, par value \$0.001 per share (the "*IAC Common Stock*"), registered hereby shall include an indeterminable number of shares of IAC Common Stock that may be issued in connection with a stock split, stock dividend, recapitalization or other similar event. No additional consideration will be received for any shares of IAC Common Stock issued in connection with any such event(s) and as a result, no registration fee is required to be paid for these shares pursuant to Rule 457(i) under the Securities Act.
- (2) Represents the maximum number of shares of IAC Common Stock that IAC expects could be issued upon exchange of the 0.875% Exchangeable Senior Notes due 2022 (the "*Notes*") at an exchange rate corresponding to the maximum exchange rate of 8.7047 shares of IAC Common Stock per \$1,000 principal amount of the Notes.
- (3) The proposed maximum offering price per share with respect to the 4,504,683 shares being registered pursuant to this registration statement is \$133.92, estimated solely for the purpose of computing the registration fee, pursuant to Rule 457(a) under the Securities Act, and, in accordance with Rule 457(c) under the Securities Act, based on the average of the high and low reported sale prices of IAC Common Stock on the Nasdaq Global Select Market on January 12, 2018.

## EXPLANATORY NOTE

IAC/InterActiveCorp ("IAC") is filing this registration statement to satisfy one of its obligations under that certain registration rights agreement, dated as of October 2, 2017, entered into among IAC, IAC FinanceCo, Inc. ("*IAC FinanceCo*"), a wholly-owned subsidiary of IAC, J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC in connection with IAC FinanceCo's offering of an aggregate of \$517.5 million principal amount of its 0.875% Exchangeable Senior Notes due 2022 (the "*Notes*"), which are exchangeable at the option of the noteholders into shares of IAC Common Stock, par value \$0.001 ("*IAC Common Stock*").

This registration statement will cover resales of shares of IAC Common Stock (if any) received by noteholders upon exchange of their Notes (the "*Selling Stockholders*"). Neither IAC nor IAC FinanceCo will receive any financial benefit from the exchange of Notes for shares of IAC Common Stock. IAC is not selling any shares of IAC Common Stock covered by this registration statement and neither IAC nor IAC FinanceCo will receive any of the proceeds from the sale of shares of IAC Common Stock by any of the Selling Stockholders.

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## 4,504,683 Shares of Common Stock

This prospectus relates to the offer and sale, from time to time, of up to 4,504,683 shares of IAC/InterActiveCorp ("IAC") Common Stock, par value \$0.001 ("IAC Common Stock"), by persons who receive such shares upon exchange of the 0.875% Exchangeable Senior Notes due 2022 (the "Notes"). An aggregate of \$517.5 million principal amount of Notes was issued by a wholly-owned subsidiary of IAC, IAC FinanceCo, Inc. ("IAC FinanceCo"), in a private transaction that closed on October 2, 2017. The Notes were offered only to (and may be reoffered, sold or otherwise transferred only to) investors that are both qualified institutional buyers (as defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act")), and qualified purchasers (for purposes of Section 3(c)(7) of the Investment Company Act of 1940, as amended (the "Investment Company Act")). The Notes have not been, and will not be, registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws. The Notes are guaranteed by IAC on a senior unsecured basis. Under certain circumstances, the Notes are exchangeable at the option of the noteholders into shares of IAC Common Stock. IAC FinanceCo may, at its election, deliver (or cause to be delivered) cash instead of shares of IAC Common Stock (or a combination thereof) to noteholders upon exchange of their Notes. Noteholders who receive shares of IAC Common Stock upon exchange of their Notes (the "Selling Stockholders") may use this prospectus to resell, from time to time, such shares, so long as they satisfy certain conditions set forth in that certain registration rights agreement, dated as of October 2, 2017, entered into among IAC, IAC FinanceCo, J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC (the "Registration Rights Agreement").

If one or more Selling Stockholders satisfy certain conditions set forth in the Registration Rights Agreement, then in accordance with the terms of the Registration Rights Agreement, IAC will file a prospectus supplement or a post-effective amendment naming such Selling Stockholder(s) and stating the number of shares of IAC Common Stock to be offered and sold by such Selling Stockholder(s). The registration of the shares of IAC Common Stock covered by this prospectus does not necessarily mean that: (i) any noteholders will elect to exchange their Notes, (ii) upon any exchange of the Notes, IAC FinanceCo will elect to exchange some or all of the Notes for shares of IAC Common Stock rather than cash (or a combination thereof) or (iii) any shares of IAC Common Stock received upon exchange of the Notes will be ultimately offered or sold by the Selling Stockholders.

While neither IAC nor IAC FinanceCo will receive any of the proceeds from any issuance of shares of IAC Common Stock to the Selling Stockholders or from any sale of such shares by the Selling Stockholders, IAC has agreed to pay certain expenses relating to the registration of such shares. See "Selling Stockholders" and "Plan of Distribution." The Selling Stockholders may, from time to time, offer and sell the shares held by them directly or indirectly through agents or broker-dealers on terms to be determined at the time of sale. See "Plan of Distribution."

Shares of IAC Common Stock are traded on the Nasdaq Global Select Market, or NASDAQ, under the ticker symbol "IAC." On January 19, 2018, the last reported sales price of shares of IAC Common Stock on the NASDAQ was \$137.20 per share.

**You should consider the risks described in "Risk Factors" on page 4 before investing in IAC Common Stock.**

**Neither the Securities and Exchange Commission (the "SEC") nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is January 22, 2018.

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You should rely only on the information contained in this prospectus, in an accompanying prospectus supplement or incorporated by reference herein or therein. Neither IAC nor any Selling Stockholder has authorized anyone to provide you with information or make any representation that is different from those set forth herein or therein. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus and any accompanying prospectus supplement do not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which they relate, and this prospectus and any accompanying prospectus supplement do not constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction where, or to any person to whom, it is unlawful to make such an offer or solicitation. You should not assume that the information contained in this prospectus and any accompanying prospectus supplement is correct on any date after the respective dates of the prospectus and such prospectus supplement(s), as applicable, even though this prospectus and such prospectus supplement(s) are delivered or shares are sold pursuant to the prospectus and such prospectus supplement(s) at a later date. Since the respective dates of the prospectus contained in this registration statement and any accompanying prospectus supplement(s), IAC's business, financial condition, results of operations and prospects may have changed.

## IAC/INTERACTIVECORP

IAC is a leading media and Internet company composed of widely known consumer brands, such as Match, Tinder, PlentyOfFish and OkCupid, which are part of Match Group's online dating portfolio, and HomeAdvisor and Angie's List, which are operated by ANGI Homeservices, as well as Vimeo, Dotdash, Dictionary.com, The Daily Beast and Investopedia.

### IAC's Reportable Segments

#### **Match Group**

IAC's Match Group segment includes the dating businesses of Match Group, Inc. ("*Match Group*"), which completed its initial public offering on November 24, 2015. As of September 30, 2017, IAC's ownership interest and voting interest in Match Group were 81.3% and 97.6%, respectively.

Match Group, is the world's leading provider of dating products, operating a portfolio of over 45 brands, available in 42 languages, and offered in over 190 countries, including the following key brands: Match, Tinder, PlentyOfFish, Meetic, OkCupid, Pairs, Twoo, OurTime, BlackPeopleMeet and LoveScout24. Match Group operates a North American dating business, which includes Match, Tinder, PlentyOfFish, OkCupid, its various affinity brands and other dating businesses operating within the United States and Canada, and an International dating business, which includes Meetic, Pairs, Twoo, the international operations of Tinder and PlentyOfFish and all other dating businesses operating outside of the United States and Canada.

#### **ANGI Homeservices**

IAC's ANGI Homeservices segment includes the home services businesses of ANGI Homeservices Inc. ("*ANGI Homeservices*"). On September 29, 2017, IAC consummated the combination of Angie's List, Inc. ("*Angie's List*") with the businesses in its former HomeAdvisor segment (the "*Angie's List Transaction*"), and the listing of ANGI Homeservices common stock on the NASDAQ Global Select Market. As of September 30, 2017, IAC's ownership interest and voting interest in ANGI Homeservices were 87.1% and 98.5%, respectively.

Through its collection of brands, ANGI Homeservices is creating the world's largest digital marketplace for home services, connecting millions of homeowners across the globe with home service professionals. ANGI Homeservices operates brands in eight countries, including HomeAdvisor®, Angie's List®, HomeStars (Canada), Travaux.com (France), MyHammer (Germany and Austria), MyBuilder (UK), Werkspot (Netherlands) and Instapro (Italy).

#### **Video**

IAC's Video segment consists primarily of Vimeo, Electus, CollegeHumor, Notional, IAC Films and Daily Burn.

Vimeo offers video creators simple, professional grade tools to share, manage, distribute, live stream and monetize content online, and provide viewers with a clutter-free environment to watch content across a variety of Internet-enabled devices, including mobile devices and connected television platforms.

While Vimeo offers certain basic services free of charge, it also offers premium services through subscription products, which provide paying subscribers with various levels of premium features, including: additional video storage space, advanced video privacy controls, extensive video player customization options, team collaboration, review and workflow tools, e-mail lead generation, premium support and the ability to sell videos and OTT video channels directly to consumers.

Electus provides production services for both unscripted and scripted television, feature film and digital content, primarily for initial sale and distribution in the United States. Electus content is distributed on a wide range of platforms, including broadcast television, premium and basic cable television, subscription-based and ad-supported video-on-demand services and through theatrical releases and other outlets. Electus sells and distributes its programming and other content, together with programming and other content developed by third parties, outside of the United States through Electus International. Electus also works with various brands to integrate their products into, as well as sponsor, Electus content through its Content Marketing team. Electus also operates Electus Digital, which produces and distributes content under the CollegeHumor and other brands, and Notional.

Daily Burn is a health and fitness property that provides streaming fitness and workout videos across a variety of platforms, including iOS, Android, Roku and other Internet-enabled television platforms.

### **Applications**

IAC's Applications segment consists of: (i) Consumer, which develops and distributes downloadable desktop and mobile applications directly to consumers; and (ii) Partnerships, which includes business-to-business partnership operations.

The Consumer business develops, markets and distributes a variety of applications, including desktop applications that are tailored to a number of specific online uses and through which users can access search services. The majority of these applications are browser extensions, which consist of a browser tab page and related technology that together enable users to run search queries directly from their web browsers. Many of these browser extensions are coupled with other applications that provide users with access to various forms of content and software capabilities. Other applications target users with a special or passionate interest in select vertical categories or provide users with particular reference information or access to specific capabilities. Utility applications are distributed directly to consumers free of charge.

The Consumer business also includes Apalon, an award-winning mobile development company with one of the largest and most popular portfolios of mobile applications worldwide, and SlimWare, a provider of community-powered software and services that clean, repair, update and optimize personal computers.

The Partnerships business works closely with partners in the software, media and other industries to design and develop customized browser-based search applications to be bundled and distributed with these partners' products and services.

### **Publishing**

IAC's Publishing segment consists of: Premium Brands and Ask & Other.

The Premium Brands business primarily consists of: (i) Dotdash (formerly About.com), which operates a collection of stand-alone verticals, including The Spruce, The Balance, Verywell, Lifewire, TripSavvy and ThoughtCo; (ii) Dictionary.com, which provides online and mobile dictionary, thesaurus and reference services; (iii) Investopedia, a resource for investment and personal finance education and information; and (iv) The Daily Beast, a website dedicated to news, commentary, culture and entertainment that curates and publishes existing and original online content from its own roster of contributors in the United States.

The Ask & Other business consists primarily of: (i) Ask.com, which provides general search services, as well as question and answer services that provide direct answers to natural-language questions; (ii) a performance marketing business; and (iii) CityGrid, an advertising network that integrates local content and advertising for distribution to affiliated and third-party publishers across web and mobile platforms. Some of these businesses display keyword-based advertisements supplied to IAC by Google pursuant to a services agreement with Google.

**Other**

IAC's Other segment consisted of: ShoeBuy, an Internet retailer of footwear and related apparel and accessories; PriceRunner, a shopping comparison website; and The Princeton Review, a provider of educational test preparation, academic tutoring and college counseling services. PriceRunner was sold in March 2016, ShoeBuy was sold in December 2016 and The Princeton Review was sold in March 2017.

IAC's principal corporate offices are located at 555 West 18th Street, New York, New York 10011, and IAC's telephone number is (212) 314-7300. IAC maintains a website that contains information about it at [www.iac.com](http://www.iac.com). Information included on the IAC website is not, and should not be considered, a part of this prospectus or any accompanying prospectus supplement.



## FORWARD-LOOKING STATEMENTS

This prospectus, any accompanying prospectus supplement and the documents that IAC incorporates by reference herein or therein contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*")). Also, documents IAC subsequently files with the SEC and incorporates by reference will contain forward-looking statements. The use of words such as "anticipates," "estimates," "expects," "plans" and "believes," among others, generally identifies forward-looking statements. These forward-looking statements include, among others, statements relating to: IAC's future financial performance; IAC's business prospects and strategy; anticipated trends in the industries in which IAC's businesses operate; and other similar matters. These forward-looking statements are based on IAC management's current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others: changes in senior management at IAC and/or its businesses; changes in IAC's relationship with (or policies implemented by) Google; adverse changes in economic conditions, either generally or in any of the markets in which IAC's businesses operate; adverse trends in any of the industries in which IAC's businesses operate; IAC's dependence on third parties in connection with the distribution and use of products and services offered by its businesses; the ability of IAC's businesses to offer new or alternative products and services in a cost-effective manner and consumer acceptance of these products and services; the ability of IAC's businesses to attract and convert visitors to their various websites into users and customers; IAC's ability to build, maintain and/or enhance its various brands; foreign currency exchange rate fluctuations; the ability of IAC's businesses to develop and monetize mobile versions of their various products and services; changes in industry standards and technology; the integrity and scalability of the systems and infrastructure of IAC and its businesses (and those of third parties); the ability of IAC and its businesses to protect their systems from cyberattacks and to protect personal and confidential user information; IAC's ability to service its outstanding indebtedness and access cash without adversely affecting its operations; dilution with respect to IAC's investments in Match Group and ANGI Homeservices; operational and financial risks relating to acquisitions; the ability to successfully integrate Angie's List; the ability of IAC and its businesses to expand successfully into international markets; regulatory changes; and the risk factors set forth below or incorporated herein by reference. Other unknown or unpredictable factors that could also adversely affect IAC's business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, the forward-looking statements discussed in this prospectus may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of IAC management as of the date of this prospectus or the respective dates of the documents incorporated by reference herein. IAC does not undertake to update any forward-looking statements.

For a further discussion of these and other factors that could impact IAC's future results, performance or transactions, see "Risk Factors."

## RISK FACTORS

Investment in IAC Common Stock offered pursuant to this prospectus involves risks. You should carefully consider the risk factors incorporated by reference from IAC's Annual Report on Form 10-K for the year ended December 31, 2016 and the other information contained in this prospectus, as updated by subsequent filings by IAC under the Exchange Act, incorporated by reference herein, and the risk factors and other information contained in the applicable prospectus supplement before

acquiring any such securities. The occurrence of any of the circumstances or events described in these risk factors might cause you to lose all or part of your investment in the offered securities.

### ABOUT THIS PROSPECTUS

This prospectus is part of an automatic shelf registration statement that IAC filed with the SEC as a "well-known seasoned issuer" as defined in Rule 405 under the Securities Act using a "shelf" registration process. Under this process, Selling Stockholders named in this prospectus may sell shares of IAC Common Stock from time to time. This prospectus provides you with a general description of the shares of IAC Common Stock that any Selling Stockholders may offer. Each time any Selling Stockholders sell shares of IAC Common Stock, the Selling Stockholders will provide a prospectus and any prospectus supplement containing specific information about the terms of the applicable offering, as required by law. Such prospectus supplement may add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any applicable prospectus supplement, you should rely on the prospectus supplement. You should read this prospectus and any applicable prospectus supplement together with additional information described below under the heading "Where You Can Find More Information" before you decide whether to invest in IAC Common Stock.

Selling Stockholders may offer the shares directly, or indirectly through agents or to or through underwriters. A prospectus supplement may describe the terms of any specific plan of distribution and set forth the names of any underwriters involved in the sale of the shares. See "Plan of Distribution" for more information on this topic.

### WHERE YOU CAN FIND MORE INFORMATION

IAC is currently subject to the informational requirements of the Exchange Act and files reports and other information with the SEC. These SEC filings are available to the public and at the website maintained by the SEC at <http://www.sec.gov>. The public may also read and copy any reports or other information that IAC files with the SEC at the SEC's public reference room, 100 F Street NE, Washington, D.C. 20549-2521. The public may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. In addition, IAC makes available, free of charge through its website at [www.iac.com](http://www.iac.com), its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (including related amendments) as soon as reasonably practicable after they have been electronically filed with (or furnished to) the SEC.

**Neither the information on IAC's website, nor the information on the website of any IAC business, is incorporated by reference in this prospectus or any accompanying prospectus supplement, or in any other filings with, or in any other information furnished or submitted to, the SEC.**

IAC filed with the SEC a registration statement on Form S-3, of which this prospectus is a part, including exhibits, schedules and amendments filed with, or incorporated by reference in, this registration statement, under the Securities Act with respect to the securities registered hereby. This prospectus and any accompanying prospectus supplement do not contain all of the information set forth in the registration statement and exhibits and schedules to the registration statement. For further information with respect to IAC and the securities registered hereby, reference is made to the registration statement, including the exhibits to the registration statement. Statements contained in this prospectus and any accompanying prospectus supplement as to the contents of any contract or other document referred to in, or incorporated by reference in, this prospectus and any accompanying prospectus supplement are not necessarily complete and, where that contract is an exhibit to the registration statement, each statement is qualified in all respects by the exhibit to which the reference relates.

## INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows IAC to "incorporate by reference" the information it files with the SEC, which means that IAC can disclose important information to you by referring to the filed documents containing that information. The information incorporated by reference herein is an important part of this prospectus. The incorporated documents contain significant information about IAC, its business, financial condition and results of operations. Any information contained in this prospectus or in any document incorporated (or deemed to be incorporated) by reference in this prospectus will be deemed to have been modified or superseded to the extent that a statement contained in this prospectus, in any other document IAC subsequently files with the SEC that also is incorporated (or deemed to be incorporated) by reference in this prospectus or in any applicable prospectus supplement modifies or supersedes the original statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this prospectus. IAC incorporates by reference the following documents that it filed with the SEC (excluding any portions of such documents that are deemed "furnished" to the SEC pursuant to applicable rules and regulations):

- IAC's Annual Report on Form 10-K for the year ended December 31, 2016 (the "2016 10-K"), except and to the extent that the 2016 10-K has been updated by the July 18, 2017 8-K (as defined below);
- IAC's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, June 30, 2017 and September 30, 2017;
- Slides number 4, 6, 7, 12 and 14 of the investor presentation, dated as of May 1, 2017, attached as Exhibit 99.2 to the Current Report on 8-K filed on May 2, 2017 and incorporated by reference therein, and Current Reports on Form 8-K filed on May 2, 2017, June 23, 2017, June 27, 2017, July 18, 2017 (the "July 18, 2017 8-K"), September 25, 2017, September 27, 2017, October 2, 2017, October 6, 2017, November 2, 2017, November 22, 2017 and December 4, 2017;
- the portions of the Definitive Proxy Statement for IAC's 2017 Annual Meeting of Stockholders filed on May 1, 2017 that have been incorporated by reference into the 2016 10-K; and
- the description of IAC Common Stock contained in IAC's registration statement on Form 8-A filed on August 12, 2005 (File No. 000-20570), including any amendments or reports filed for the purpose of updating this description.

All documents that IAC files with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus and prior to the termination of the offering of any securities made under this prospectus (excluding any portions of such documents that are deemed "furnished" to the SEC pursuant to applicable rules and regulations) will also be considered to be incorporated by reference in this prospectus and will automatically update and supersede the information in this prospectus and any previously filed documents.

If you request, either orally or in writing, IAC will provide you with a copy of any or all documents that are incorporated by reference. Such documents will be provided to you free of charge, but will not contain any exhibits, unless those exhibits are incorporated by reference into the document. Requests should be addressed as follows:

IAC/InterActiveCorp  
555 West 18th Street  
New York, New York 10011  
Attn: Investor Relations  
(212) 314-7300  
ir@iac.com

## USE OF PROCEEDS

IAC is filing the registration statement of which this prospectus forms a part pursuant to its contractual obligation to the holders of the Notes, including those named in the section entitled "Selling Stockholders." Neither IAC nor IAC FinanceCo will receive any of the proceeds from the resale of shares of IAC Common Stock from time to time by such Selling Stockholders.

The Selling Stockholders will pay any underwriting fees, discounts or commissions attributable to the sale of the shares registered under this prospectus, or any fees and expenses of any broker-dealer or other financial intermediary engaged by any Selling Stockholder. IAC will bear all other costs, fees and expenses incurred in connection with the registration of the shares covered by this prospectus. These may include, without limitation, all registration and filing fees, NASDAQ listing fees, fees and expenses of IAC's counsel and accountants and blue sky fees and expenses. IAC will also reimburse the Selling Stockholders for the reasonable fees and disbursements of one firm or counsel (which shall be a nationally recognized law firm experienced in securities matters designated by the holders of at least 51% of the IAC Common Stock registered under this prospectus, prospectus supplement or any post-effective amendment to it) to act as counsel for the Selling Stockholders in connection therewith.

## SELLING STOCKHOLDERS

The Notes were originally issued by IAC FinanceCo and sold by the initial purchasers of the Notes in transactions exempt from the registration requirements of the Securities Act to persons reasonably believed by such initial purchasers to be both qualified institutional buyers (as defined in Rule 144A under the Securities Act) and qualified purchasers (for purposes of Section 3(c)(7) of the Investment Company Act). Under certain circumstances, the Notes are exchangeable at the option of the noteholders into shares of IAC Common Stock. IAC FinanceCo may, at its election, deliver (or cause to be delivered) cash instead of shares of IAC Common Stock (or a combination thereof) to noteholders upon exchange of their Notes. Noteholders who receive shares of IAC Common Stock upon exchange of their Notes may use this prospectus to resell, from time to time, such shares, so long as they satisfy certain conditions set forth in the Registration Rights Agreement.

If one or more Selling Stockholders satisfy certain conditions set forth in the Registration Rights Agreement, then in accordance with the terms of the Registration Rights Agreement, IAC will file a prospectus supplement or a post-effective amendment naming such Selling Stockholder and stating the number of shares of IAC Common Stock offered by such Selling Stockholder.

Information about certain Selling Stockholders is set forth herein, and information about additional Selling Stockholders (if any), will be set forth in a prospectus supplement, in a post-effective amendment or in filings that IAC makes with the SEC under the Exchange Act, which are incorporated by reference in this prospectus. Selling Stockholders, including their transferees, pledgees or donees or their successors, may, from time to time, offer and sell pursuant to this prospectus, and any accompanying prospectus supplement, any or all of the shares of IAC Common Stock that IAC may issue to such Selling Stockholder upon the exchange of the Notes.

The following table sets forth information, as of January 22, 2018, with respect to the Selling Stockholders and the number of shares of IAC Common Stock that would become beneficially owned by each Selling Stockholder (should IAC issue shares of IAC Common Stock to such Selling Stockholder) that may be offered pursuant to this prospectus, except that percentage ownership information is calculated based on the total number of shares of IAC Common Stock outstanding as of November 30, 2017. This information is based on information provided by or on behalf of the Selling Stockholders.

The Selling Stockholders may offer and sell all, some or none of the shares of IAC Common Stock covered by this prospectus. Because the Selling Stockholders: (i) may offer all or some portion of such shares of IAC Common Stock or (ii) may have sold, transferred or otherwise disposed of all or a portion of their Notes since the date on which they provided the information regarding their Notes in transactions exempt from the registration requirements of the Securities Act, IAC cannot estimate the number of shares of IAC Common Stock that will be held by the Selling Stockholders following the completion of the offering. Accordingly, the following table assumes that all of the shares of IAC Common Stock issued in exchange for the Notes will be sold by the Selling Stockholders.

The number of shares of IAC Common Stock issuable upon the exchange of the Notes shown in the table below assumes exchange of the full amount of Notes held by each Selling Stockholder at the maximum exchange rate of 8.7047 shares of IAC Common Stock per \$1,000 principal amount of Notes and a cash payment in lieu of any fractional shares. This exchange rate is subject to adjustment upon the occurrence of certain events. Accordingly, the number of shares of IAC Common Stock issued upon the exchange of the Notes may increase or decrease from time to time.

Based upon information provided by the Selling Stockholders, none of the Selling Stockholders nor any of their affiliates, officers, directors or principal equity holders has held any positions or office or has had any material relationship with IAC within the past three years.

To the extent any of the Selling Stockholders identified below are broker-dealers, they may be deemed to be, under interpretations of the staff of the SEC, "underwriters" within the meaning of the Securities Act.

Unless otherwise indicated in the footnotes below, IAC believes that the persons and entities named in the table have sole voting and investment power with respect to all shares of IAC Common Stock beneficially owned.

Name(1)	Share of IAC Common Stock Beneficially Owned Prior to Exchange	Maximum Number of Shares of IAC Common Stock Issuable Upon Exchange of Outstanding Notes(2)	Shares of IAC Common Stock Beneficially Owned Following Exchange		Number of Shares of IAC Common Stock Offered(4)	IAC Common Stock Beneficially Owned after Resale	
			Shares	Percent(3)		Shares	Percent
1290 Convertible Securities Fund-Palisade Capital(5)	—	600	600	*	600	—	—
1290 VT Convertible Securities Fund-Palisade Capital(5)	—	322	322	*	322	—	—
Allianz Global Investors US LLC(6)	4,400	720,618	725,018	*	720,618	4,400	*
Associated British Foods Pension Trustees Limited(7)	—	3,847	3,847	*	3,847	—	—
Bancroft Fund Ltd.(8)	—	4,239	4,239	*	4,239	—	—
Calamos Convertible and High Income Fund(9)	—	32,102	32,102	*	32,102	—	—
Calamos Convertible Fund(9)	—	25,957	25,957	*	25,957	—	—
Calamos Convertible Opportunities and Income Fund(9)	—	28,333	28,333	*	28,333	—	—
Calamos Dynamic Convertible & Income Fund(9)	—	25,957	25,957	*	25,957	—	—
Calamos Global Convertible Fund Calamos Investment Trust(9)	—	2,176	2,176	*	2,176	—	—
Calamos Global Dynamic Income Fund(9)	—	11,281	11,281	*	11,281	—	—
Calamos Global Growth & Income Fund(9)	—	4,848	4,848	*	4,848	—	—
Calamos Global Opportunities Fund LP(7)	—	3,351	3,351	*	3,351	—	—
Calamos Global Total Return Fund(9)	—	3,795	3,795	*	3,795	—	—
Calamos Growth and Income Fund(9)	—	43,497	43,497	*	43,497	—	—
Calamos Market Neutral Income Fund(9)	—	34,818	34,818	*	34,818	—	—
Calamos Strategic Total Return Fund(9)	—	44,219	44,219	*	44,219	—	—
CAN 2 LLC Convertible Acct(10)	—	12,186	12,186	*	12,186	—	—
CGF PLC Calamos Global Convertible Fund(7)	—	3,481	3,481	*	3,481	—	—
Dow Retirement Group Trust(11)	—	17,235	17,235	*	17,235	—	—
Eaton Vance Oaktree Diversified Credit NextShares(11)	—	348	348	*	348	—	—
Ellsworth Growth and Income Fund Ltd.(8)	—	4,369	4,369	*	4,369	—	—
FCA US LLC Master Retirement Trust(11)	—	18,889	18,889	*	18,889	—	—
FCA US LLC Master Retirement Trust-Palisade Capital(5)	—	4,683	4,683	*	4,683	—	—
First Trust Convertible Securities(12)	—	4,047	4,047	*	4,047	—	—
FPL Group Employee Pension Plan-Palisade Capital(5)	—	4,552	4,552	*	4,552	—	—
Global Opportunities Trust Calamos Advisors LLC Master Group Trust(7)	—	2,176	2,176	*	2,176	—	—
Growth Fixed Income Sector Trust(11)	—	1,828	1,828	*	1,828	—	—
Incarmate Word Charitable Trust(11)	—	3,308	3,308	*	3,308	—	—
Jefferies LLC(13)	—	10,446	10,446	*	10,446	—	—
JNL-Nicholas Convert Arb Fund(10)	—	18,932	18,932	*	18,932	—	—
LGT Select Funds-LGT Select Convertibles(11)	—	9,836	9,836	*	9,836	—	—
Mackay Shields LLC(14)	—	252,401	252,401	*	252,401	—	—
National Railroad Retirement Investment Trust(11)	—	37,300	37,300	*	37,300	—	—
NIC Convertible Fund LP(10)	—	1,262	1,262	*	1,262	—	—
Oaktree (Lux.) Funds-Oaktree Global Convertible Bond Fund(11)	—	26,593	26,593	*	26,593	—	—
Oaktree Global Credit Holdings (Delaware), L.P.(11)	—	1,523	1,523	*	1,523	—	—
OCM Convertible Trust(11)	—	5,266	5,266	*	5,266	—	—
Palisade Strategic Master Fund (Cayman), Limited(5)	—	20,308	20,308	*	20,308	—	—
TETON Convertible Securities Fund(8)	—	391	391	*	391	—	—
The Claude Marie Dubuis Religious and Charitable Trust(11)	—	2,481	2,481	*	2,481	—	—
The Congregations of the Sisters of Charity of the Incarnate Word (Houston, Texas)(11)	—	7,834	7,834	*	7,834	—	—
The Gabelli Convertible and Income Securities Fund Inc.(8)	—	1,880	1,880	*	1,880	—	—
UI-E(11)	—	17,018	17,018	*	17,018	—	—
Vanguard Convertible Securities Fund(11)	—	133,182	133,182	*	133,182	—	—
Virginia Retirement System(11)	—	88,744	88,744	*	88,744	—	—

\* Less than one percent of the outstanding shares of IAC Common Stock.

- (1) Additional Selling Stockholders not named in this prospectus will not be able to use this prospectus for resales until they are named in the selling stockholders table by way of a prospectus supplement or post-effective amendment. Transferees, successors and donees of identified Selling Stockholders will not be able to use this prospectus for resales until they are named in the selling stockholders table by way of a prospectus supplement or post-effective amendment. If required, IAC will add transferees, successors and donees by way of a prospectus supplement in instances where the transferee, successor or donee has acquired its shares from Selling Stockholders named in this prospectus after the effective date of this prospectus.
- (2) The maximum aggregate number of shares of IAC Common Stock that may be sold under this prospectus is 4,504,683 (based on an assumed maximum exchange rate of 8.7047 IAC Common Stock shares per \$1,000 principal amount of Notes).
- (3) Calculated based on Rule 13d-3(d)(1)(i) under the Exchange Act using 76,690,440 shares of IAC Common Stock outstanding as of November 30, 2017. In calculating this percentage for a particular holder, IAC treated as outstanding the maximum number of shares of IAC Common Stock held and/or received in exchange for Notes by that particular holder and excluded all shares of IAC Common Stock held and/or received in exchange for Notes by any other holder.
- (4) Assumes that all shares of IAC Common Stock issued in exchange for Notes have been sold by the Selling Stockholders.
- (5) Selling Stockholder is an investment company, or a subsidiary of an investment company, registered under the Investment Company Act and is required to file, or is a wholly-owned subsidiary of a company that is required to file, periodic and other reports with the SEC pursuant to Section 13(a) or Section 15(d) of the Exchange Act. Dennison "Dan" T. Veru, Chief Investment Officer of Palisade Capital Management, LLC., is the natural person that exercises sole or shared voting or dispositive power over the securities listed.
- (6) Selling Stockholder is an affiliate of a limited purpose registered broker-dealer, and is an investment company, or a subsidiary of an investment company, registered under the Investment Company Act. Allianz Global Investors US LLC ("*Allianz*"), an investment adviser that is registered under the Investment Advisers Act of 1940, furnishes investment advice to and manages onshore and offshore investment funds and separate managed accounts (such investment funds and accounts, the "*Allianz Funds*"). In its role as investment adviser, or manager, Allianz possesses voting and/or investment power over the securities listed above that are owned by the Allianz Funds. All securities so listed are owned by the applicable Allianz Fund. Allianz disclaims beneficial ownership of such securities.
- (7) John P. Calamos, Sr., President, Chairman, and Global CIO of the advisor, Calamos Advisors LLC is the natural person that exercises sole or shared voting or dispositive power over the securities listed.
- (8) Selling Stockholder is an investment company, or a subsidiary of an investment company, registered under the Investment Company Act and is required to file, or is a wholly-owned subsidiary of a company that is required to file, periodic and other reports with the SEC pursuant to Section 13(a) or Section 15(d) of the Exchange Act. Gabelli Funds, LLC exercises sole or shared voting or dispositive power over the securities listed.
- (9) Selling Stockholder is an investment company, or a subsidiary of an investment company, registered under the Investment Company Act. John P. Calamos, Sr., President, Chairman, and Global CIO of the advisor, Calamos Advisors LLC is the natural person that exercises sole or shared voting or dispositive power over the securities listed.
- (10) Nicholas Investment Partners LP exercises sole or shared voting or dispositive power over the securities listed.
- (11) Oaktree Capital Management L.P. ("*Oaktree*") is the investment manager for the Selling Stockholder. Oaktree is an investment company, or a subsidiary of an investment company, registered under the Investment Company Act and is required to file, or is a wholly-owned subsidiary of a company that is required to file, periodic and other reports with the SEC pursuant to Section 13(a) or Section 15(d) of the Exchange Act. Oaktree has an affiliate that is a broker dealer, OCM Investments, LLC ("*OCM*"). Oaktree is the majority owner of OCM.
- (12) Michael Opre exercises sole or shared voting or dispositive power over the securities listed.
- (13) Selling Stockholder is a broker-dealer, registered pursuant to Section 15 of the Exchange Act, is an investment company, or a subsidiary of an investment company, registered under the Investment Company Act and is required to file, or is a wholly-owned subsidiary of a company that is required to file, periodic and other reports with the SEC pursuant to Section 13(a) or Section 15(d) of the Exchange Act. Leucadia National exercises sole or shared voting or dispositive power over the securities listed.
- (14) The securities listed are owned by a number of clients (including one or more investment companies registered under the Investment Company Act) for whom MacKay Shields LLC ("*MacKay*") is the discretionary investment advisor or sub-advisor. To the best of MacKay's knowledge, its clients who own these securities are not the beneficial or registered owner of any other securities of IAC. To the best of MacKay's knowledge, it and its officers have not held any position or had any material relationship with IAC. MacKay is an indirect wholly-owned subsidiary of New York Life Insurance Company, an extensive organization that provides insurance and other financial products to a wide range of clients and has extensive activities, and as a result MacKay is unable to respond as to its affiliates. MacKay, Mainstay Convertible Fund and Mainstay VP Convertible Portfolio are affiliated with the registered broker dealers, NYLIFE Securities and NYLIFE Distributors LLC.

## DESCRIPTION OF CAPITAL STOCK

This prospectus describes the general terms of IAC capital stock. The following description is not complete and may not contain all of the information you should consider before investing in IAC Common Stock. For a more detailed description of IAC's various classes of capital stock, you should read the applicable provisions of the Delaware General Corporation Law (the "*DGCL*"), IAC's restated certificate of incorporation (the "*Certificate of Incorporation*"), IAC's amended and restated by-laws (the "*By-laws*") and the Certificate of Designations of Series C Cumulative Preferred Stock (the "*Certificate of Designations*"). This description is subject to, and qualified in its entirety by reference to, the DGCL, the Certificate of Incorporation, the By-laws and the Certificate of Designations. Copies of the Certificate of Incorporation, the By-laws and the Certificate of Designations are incorporated by reference herein. See "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference."

### **IAC's Authorized Capital Stock**

IAC's authorized capital stock consists of: (i) one billion six hundred million (1,600,000,000) shares of IAC Common Stock; (ii) four hundred million (400,000,000) shares of Class B Common Stock, par value \$0.001 per share ("*IAC Class B Common Stock*" and together with IAC Common Stock, the "*Corporation Common Stock*"); and (iii) one hundred million (100,000,000) shares of preferred stock, par value \$0.01 per share ("*IAC Preferred Stock*"). As of November 30, 2017: (i) approximately 76,690,440 shares of IAC Common Stock, (ii) 5,789,499 shares of IAC Class B Common Stock and (iii) 67,633 shares of Series C Preferred Stock (as defined below) were outstanding.

### **IAC Common Stock**

In general, holders of IAC Common Stock vote together as a single class with holders of IAC Class B Common Stock on all matters, including the election of the IAC board of directors (the "*Board of Directors*"); *provided, however*, that holders of IAC Common Stock, acting as a single class, are entitled to elect 25% of the total number of directors, rounded up to the next whole number in the event of a fraction. Each outstanding share of IAC Common Stock entitles the holder to one vote when voting separately as a class and one vote when voting together as a group with the holders of IAC Class B Common Stock. The Certificate of Incorporation does not provide for cumulative voting in the election of directors. Subject to any preferential rights of any outstanding series of IAC Preferred Stock created by the Board of Directors from time to time, holders of IAC Common Stock are entitled, share for share with holders of IAC Class B Common Stock, to such dividends as may be declared from time to time by the Board of Directors from funds legally available for the payment of dividends, and, upon liquidation, dissolution or winding up, will be entitled to receive pro rata, share for share with holders of IAC Class B Common Stock, all assets available for distribution after payment of a proper amount to the holders of any series of IAC Preferred Stock outstanding.

### **IAC Class B Common Stock**

In general, holders of IAC Class B Common Stock vote together as a single class with holders of IAC Common Stock on all matters, including the election of directors. Holders of IAC Class B Common Stock are entitled to one vote when voting separately as a class and 10 votes when voting together as a single group with holders of IAC Common Stock. Subject to any preferential rights of any outstanding series of IAC Preferred Stock created by the Board of Directors from time to time, holders of IAC Class B Common Stock are entitled, share for share with holders of IAC Common Stock, to such dividends as may be declared from time to time by the Board of Directors from funds legally available for the payment of dividends, and, upon liquidation, dissolution or winding up, will be entitled to receive pro rata, share for share with holders of IAC Common Stock, all assets available for



distribution after payment of a proper amount to the holders of any series of IAC Preferred Stock outstanding.

## **IAC Preferred Stock**

The Board of Directors has the authority to: (i) issue shares of IAC Preferred Stock from time to time in one or more series and (ii) by resolution, to designate the powers, preferences, rights and qualifications and restrictions of IAC Preferred Stock.

On September 28, 2017, IAC filed with the Secretary of State of Delaware the Certificate of Designations for the purpose of establishing the preferences, limitations and relative rights of the Series C Cumulative Preferred Stock, par value \$0.01 per share, of IAC (the "*Series C Preferred Stock*"). Pursuant to the Certificate of Designations, the Series C Preferred Stock is entitled to receive a cash dividend of \$75.00 per annum per share of Series C Preferred Stock, payable quarterly in arrears. In the event of any liquidation, dissolution or winding up of IAC, whether voluntary or involuntary, the holders of Series C Preferred Stock are entitled to receive out of the assets of IAC an amount equal to the dividends accrued and unpaid on the outstanding shares of Series C Preferred Stock to the date of final distribution to such holders, whether or not declared, without interest, plus \$1,000.00 per share of Series C Preferred Stock. All shares of Series C Preferred Stock rank prior, both as to payment of dividends and as to distributions of assets upon liquidation, dissolution or winding up of IAC, whether voluntary or involuntary, to all of the Corporation Common Stock. At any time, or from time to time, after the twenty year anniversary of the date when shares of Series C Preferred Stock were first issued, IAC, at its option, may redeem all or a portion of the outstanding Series C Preferred Stock at a redemption price equal to \$1,000 plus all dividends on the Series C Preferred Stock being redeemed that are accrued and unpaid thereon, whether or not declared or due, to the date fixed for redemption. The Series C Preferred Stock is not convertible into shares of any other class or series of capital stock of IAC, and is not subject to a sinking fund. The holders of Series C Preferred Stock do not have any voting rights by virtue of their ownership of Series C Preferred Stock except as from time to time may be required by law. The foregoing description of the terms of the Series C Preferred Stock is qualified in its entirety by reference to the copy of the Certificate of Designations, which is incorporated by reference herein.

On September 29, 2017, IAC issued a total of 67,633 shares of Series C Preferred Stock to USANi LLC ("*USANi*"), a Delaware limited liability company and a wholly-owned subsidiary of IAC, in exchange for the transfer by USANi to IAC, of all common membership units of HomeAdvisor International, LLC held by USANi in connection with the Angie's List Transaction. The issuance was exempt from registration pursuant to Section 4(a)(2) of the Securities Act.

## **Registration Rights Agreement**

In connection with the issuance of the Notes, IAC entered into the Registration Rights Agreement, covering resales of IAC Common Stock (if any) received by Selling Stockholders upon exchange of their Notes.

Pursuant to the Registration Rights Agreement, IAC agreed to use commercially reasonable efforts to: (i) file a shelf registration statement with the SEC and to cause such shelf registration statement to become effective on or prior to April 1, 2018, covering resales of the shares of the IAC Common Stock issuable upon exchange of the Notes; and (ii) keep such shelf registration statement effective until the earlier of the 20th trading day immediately following the maturity date of the Notes and the date on which there are no longer any Notes or "restricted" (within the meaning of Rule 144 under the Securities Act) shares of IAC Common Stock outstanding that have been received upon exchange of the Notes. However, IAC will not be required to keep such shelf registration statement effective if IAC is no longer the legal entity (the "*Reference Entity*") whose common stock the Notes would be

exchangeable or convertible into on such date and the successor Reference Entity has executed the requisite joinder agreement to the Registration Rights Agreement.

Selling Stockholders who sell shares of IAC Common Stock pursuant to the registration statement of which this prospectus forms a part are required to:

- deliver, to the extent required by applicable law, a prospectus to the purchaser of IAC Common Stock sold pursuant to the registration statement of which this prospectus forms a part;
- notify IAC when they have sold all shares of IAC Common Stock held by them; and
- promptly notify IAC in the event that any information supplied in writing for inclusion in the registration statement of which this prospectus forms a part is untrue or omits to state a material fact required to be stated therein or necessary to make such information not misleading in the light of the circumstances then existing and in such event: (i) immediately discontinue any sale or other disposition of shares of IAC Common Stock pursuant to the registration statement of which this prospectus forms a part until the filing of an amendment or supplement to such prospectus as may be necessary so that such prospectus does not contain an untrue statement of material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading in the light of the circumstances then existing; and (ii) use reasonable best efforts to assist IAC as may be appropriate to make such amendment or supplement effective for such purpose.

Under the Registration Rights Agreement, IAC has the right to suspend use of the registration statement of which this prospectus forms a part upon the occurrence or existence of any pending corporate development, public filing with the SEC or any other business reason that in IAC's reasonable judgment makes it appropriate to suspend the availability of the registration statement of which this prospectus forms a part. Under the Registration Rights Agreement, the period during which the availability of the registration statement of which this prospectus forms a part is suspended (the "*Deferral Period*") cannot exceed 45 days in any 90-day period or 120 days in any 360-day Period. However, if the event triggering the Deferral Period relates to a proposed or pending material business transaction, the disclosure of which the Board of Directors or a committee thereof determines in good faith would be reasonably likely to impede the ability to consummate the transaction or would otherwise be detrimental to IAC and its subsidiaries taken a whole, IAC may extend the Deferral Period from 45 days to 60 days in any 90-day period or from 120 days to 150 days in any 360-day period. IAC will notify each Selling Stockholder, who has delivered the appropriately completed notice and questionnaire to IAC, of any suspension period, but IAC does not need to specify the nature of the event giving rise to a suspension in any such notice.

#### **Anti-Takeover Provisions in the By-laws**

The By-laws contain provisions that could delay or make more difficult the acquisition of IAC by means of a hostile tender offer, open market purchases, a proxy contest or otherwise. In addition, the By-laws provide that, subject to the rights of holders of IAC Preferred Stock, only the Chairman of the Board of Directors or a majority of the Board of Directors may call a special meeting of stockholders.

#### **Effect of Delaware Anti-Takeover Statute**

IAC is subject to Section 203 ("*Section 203*") of the DGCL, which regulates corporate acquisitions. Section 203 generally prevents corporations from engaging in a business combination with any interested stockholder for three years following the date that the stockholder became an interested stockholder, unless that business combination has been approved in one of a number of specific ways. For purposes of Section 203, a "business combination" includes, among other things, a merger or consolidation involving IAC and the interested stockholder and a sale of more than 10% of IAC's

assets. In general, the anti-takeover law defines an "interested stockholder" as any entity or person beneficially owning 15% or more of a company's outstanding voting stock and any entity or person affiliated with or controlling or controlled by that entity or person. A Delaware corporation may "opt out" of Section 203 with an express provision in its original certificate of incorporation or an express provision in its certificate of incorporation or by-laws resulting from amendments approved by holders of at least a majority of a corporation's outstanding voting shares. IAC has not "opted out" of the provisions of Section 203.

### **Action by Written Consent**

Under the DGCL, unless a company's certificate of incorporation expressly prohibits action by the written consent of stockholders, any action required or permitted to be taken by its stockholders at a duly called annual or special meeting may be taken by consent in writing executed by stockholders possessing the requisite votes for the action to be taken. The Certificate of Incorporation does not expressly prohibit action by the written consent of stockholders.

### **Dividend Policy**

In 2015, the Board of Directors declared four quarterly cash dividends, all of which were \$0.34 per share of IAC Common Stock and IAC Class B Common Stock outstanding. In February 2016, IAC announced that following the completion of the Match Group initial public offering and related debt transactions, the Board of Directors had suspended IAC's quarterly cash dividend program. Accordingly, IAC does not currently expect that comparable cash dividends will continue to be paid by it in the near future. Any future cash or other dividend declarations are subject to the determination of the Board of Directors.

### **Limitation of Liability and Indemnification**

Section 145 of the DGCL provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the registrant. Section 145 of the DGCL also permits a corporation to pay expenses incurred by a director or officer in advance of the final disposition of a proceeding subject to receipt of an undertaking by such director or officer to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

The Certificate of Incorporation and By-laws provide for indemnification of IAC's directors and officers (and their legal representatives), and of those serving at the request of the Board of Directors or officers as an employee or agent of IAC, or as a director, officer, employee, or agent of another corporation, partnership, joint venture, or other enterprise, to the fullest extent authorized by the DGCL, except that IAC shall indemnify a person for a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of Directors. The By-laws provide for mandatory advancement of expenses to persons entitled to indemnification in defending any action, suit or proceeding in advance of its final disposition, provided that if the DGCL so requires, such persons provide an undertaking to repay such amounts advanced if it is ultimately determined that such person is not entitled to indemnification. From time to time, IAC's directors and officers may be provided with indemnification agreements that are consistent with or greater than the foregoing provisions and, to the extent that such officers and directors serve as executive officers or directors of subsidiaries of IAC, consistent with the indemnification provisions of the charter documents of such

subsidiaries. IAC has policies of directors' and officers' liability insurance that insure directors and officers against the costs of defense, settlement and/or payment of judgment under certain circumstances. IAC believes that these agreements and arrangements are necessary to attract and retain qualified persons as directors and officers.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation is not personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions; or (iv) for any transaction from which the director derived an improper personal benefit. The Certificate of Incorporation provides for such limitation of liability.

### **Stock Exchange Listing**

IAC Common Stock is currently listed on the NASDAQ Global Select Market, with the trading symbol "IAC."

### **Transfer Agent**

The transfer agent for the shares of IAC Common Stock is Computershare Trust Company, N.A.

## MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES FOR NON-U.S. HOLDERS

The following is a general discussion of the material U.S. federal income tax consequences applicable to Non-U.S. Holders (as defined below) with respect to the ownership and disposition of shares of IAC Common Stock offered by this prospectus, but does not purport to be a complete analysis of all potential tax considerations. This discussion is based on the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury regulations promulgated thereunder ("Treasury Regulations"), administrative rulings and published positions of the U.S. Internal Revenue Service ("IRS") and judicial decisions, each as in effect as of the date hereof and all of which are subject to change and to different interpretations. Changes to any of the foregoing authorities could apply on a retroactive basis, and could affect the U.S. federal income tax consequences described below.

This discussion is for general information only and does not address all of the U.S. federal income tax considerations that may be relevant to a particular investor's circumstances, does not discuss any aspect of U.S. federal tax law other than income taxation, and does not address any considerations under any state, local or non-U.S. tax laws. In addition, this discussion does not address any tax consequences arising under the unearned income Medicare contribution tax or any considerations with respect to any withholding required pursuant to the Foreign Account Tax Compliance provisions of the HIRE Act of 2010 (including the Treasury Regulations promulgated thereunder and intergovernmental agreements entered in connection therewith). IAC believes that it is not, and it does not anticipate becoming (and the following discussion assumes that it is not and will not become), a "United States real property holding corporation" within the meaning of Section 897(c)(2) of the Code, but no assurances can be given with respect thereto.

This discussion addresses only shares of IAC Common Stock held as a "capital asset" within the meaning of Section 1221 of the Code (generally, property held for investment) and does not address U.S. federal income tax considerations applicable to holders that may be subject to special tax rules, including, for example, banks or other financial institutions, mutual funds, dealers or brokers in securities, traders in securities that elect to apply a mark-to-market method of accounting, insurance companies, tax-exempt entities, governmental agencies or instrumentalities, entities or arrangements treated as partnerships for U.S. federal income tax purposes or other flow-through entities (or investors therein), holders subject to the alternative minimum tax, certain former citizens or residents of the United States, holders that hold IAC Common Stock as part of a "hedge," "straddle," "constructive sale," "conversion transaction" or other integrated transaction, holders that own or have owned (directly, indirectly or constructively) 5% or more of the IAC Common Stock outstanding (by vote or value), "controlled foreign corporations," and "passive foreign investment companies."

**THIS DISCUSSION IS FOR GENERAL INFORMATION ONLY, AND IS NOT INTENDED TO CONSTITUTE A COMPLETE DESCRIPTION OF ALL TAX CONSEQUENCES RELATING TO THE OWNERSHIP AND DISPOSITION OF IAC COMMON STOCK. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES TO THEM OF THE OWNERSHIP AND DISPOSITION OF IAC COMMON STOCK, INCLUDING THE APPLICABILITY AND EFFECT OF ANY U.S. FEDERAL, STATE, LOCAL OR NON-U.S. TAX LAWS, ANY TAX TREATY AND ANY CHANGES (OR PROPOSED CHANGES) THERETO. THIS DISCUSSION SHOULD NOT BE CONSTRUED AS LEGAL OR TAX ADVICE FOR ANY PARTICULAR PERSON.**

For purposes of this discussion, the term "Non-U.S. Holder" means a beneficial owner of shares of IAC Common Stock that is not, for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

- an estate, the income of which is subject to U.S. federal income tax regardless of its source;
- a trust (a) if a court within the United States is able to exercise primary supervision over the trust's administration and one or more United States persons have the authority to control all substantial decisions of the trust or (b) that has a valid election in effect under applicable Treasury Regulations to be treated as a United States person; or
- a partnership (or an entity or arrangement treated as a partnership).

If a partnership (or any entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds shares of IAC Common Stock, the U.S. federal income tax treatment of a partner in such partnership will generally depend on the status of such partner and the activities of such partnership. Such a partnership and any partners in such a partnership should consult their own tax advisors with regard to the U.S. federal income tax consequences of the ownership and disposition of shares of IAC Common Stock.

#### **Distributions on IAC Common Stock.**

Any distributions paid to a Non-U.S. Holder with respect to shares of IAC Common Stock generally will be subject to U.S. federal withholding tax at a 30% rate (or such lower rate as may be specified by an applicable income tax treaty, provided that such Non-U.S. Holder timely provides the applicable withholding agent with a properly completed and executed IRS Form W-8 and satisfies any other applicable requirements), unless such distributions are effectively connected with the Non-U.S. Holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, are attributable to a permanent establishment maintained by such Non-U.S. Holder in the United States).

Distributions paid to a Non-U.S. Holder that are effectively connected with such Non-U.S. Holder's conduct of a trade or business within the United States (and, if required by an applicable income tax treaty, are attributable to a permanent establishment maintained by such Non-U.S. Holder in the United States) generally will not be subject to U.S. federal withholding tax, provided that such Non-U.S. Holder timely provides the applicable withholding agent with a properly completed and executed IRS Form W-8ECI and satisfies any other applicable requirements. Instead, such payments generally will be subject to U.S. federal income tax at regular graduated U.S. federal income tax rates in the same manner as if such Non-U.S. Holder were a "United States person" (within the meaning of the Code). A Non-U.S. Holder that is a corporation may be subject to an additional "branch profits tax" at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty) with respect to such payments, subject to certain adjustments.

Non-U.S. Holders eligible for an exemption from or reduced rate of U.S. federal withholding tax under an applicable income tax treaty may obtain a refund of any excess amounts withheld by timely filing an appropriate claim with the IRS. Non-U.S. Holders should consult their tax advisors regarding their entitlement to benefits under an applicable income tax treaty and the requirements for claiming any such benefits.

#### **Sale, Exchange or Other Taxable Disposition of IAC Common Stock.**

Subject to the discussion below under "—Information Reporting and Backup Withholding," a Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on any gain realized upon the sale, exchange or other taxable disposition of IAC Common Stock unless:

- such gain is effectively connected with such Non-U.S. Holder's conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a permanent establishment maintained by such Non-U.S. Holder in the United States); or

- such Non-U.S. Holder is an individual who is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are met.

Gain described in the first bullet point above generally will be subject to U.S. federal income tax at regular graduated U.S. federal income tax rates in the same manner as if such Non-U.S. Holder were a "United States person" (within the meaning of the Code). A Non-U.S. Holder that is a corporation may be subject to an additional "branch profits tax" at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty) with respect to such gain, subject to certain adjustments.

A Non-U.S. Holder described in the second bullet point above generally will be subject to U.S. federal income tax at a 30% rate (or such lower rate as may be specified by an applicable income tax treaty) on any gain realized, which gain may be offset by U.S.-source capital losses, if any, of the Non-U.S. Holder.

The proceeds received by a Non-U.S. Holder from a redemption of shares of IAC Common Stock by IAC may be treated as a distribution under certain circumstances. Non-U.S. Holders should consult their tax advisors regarding the effect of any such redemption.

### **Information Reporting and Backup Withholding**

In general, a Non-U.S. Holder will be subject to information reporting with respect to payments of dividends in respect of IAC Common Stock. These reporting requirements apply regardless of whether withholding is reduced or eliminated by an applicable income tax treaty. Copies of this information may also be made available to tax authorities in the country in which a Non-U.S. Holder resides or is established, pursuant to the provisions of a specific tax treaty or agreement. U.S. federal backup withholding (currently, at a rate of 28%) will be imposed on certain payments to Non-U.S. Holders that fail to furnish the information required under U.S. information reporting rules. Such payments to a Non-U.S. Holder generally will be exempt from backup withholding if such Non-U.S. Holder timely provides the applicable withholding agent with a properly executed applicable IRS Form W-8 or otherwise establishes an exemption.

Under applicable Treasury Regulations, the payment of proceeds from the disposition of IAC Common Stock by a Non-U.S. Holder effected at a U.S. office of a broker generally will be subject to information reporting and backup withholding, unless such Non-U.S. Holder timely provides a properly executed applicable IRS Form W-8 certifying such Non-U.S. Holder's non-U.S. status or such Non-U.S. Holder otherwise establishes an exemption. The payment of proceeds from the disposition of IAC Common Stock by a Non-U.S. Holder effected at a non-U.S. office of a U.S. broker or a non-U.S. broker with certain specified U.S. connections generally will be subject to information reporting (but not backup withholding, unless the applicable withholding agent has actual knowledge or reason to know that such Non-U.S. Holder is a "United States person" within the meaning of the Code) unless such Non-U.S. Holder timely provides a properly executed applicable IRS Form W-8 certifying such Non-U.S. Holder's non-U.S. status or such Non-U.S. Holder otherwise establishes an exemption.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules generally will be allowed as a refund or a credit against a Non-U.S. Holder's U.S. federal income tax liability, if any, provided that the required information is timely furnished to the IRS. Non-U.S. Holders should consult their tax advisors regarding the application of these rules to their particular circumstances.

## PLAN OF DISTRIBUTION

This prospectus relates to the offer and sale from time to time of shares of IAC Common Stock by the Selling Stockholders. As discussed under the caption "Description of Capital Stock—Registration Rights Agreement," any shares of IAC Common Stock received by the Selling Stockholders upon exchange of their Notes will be "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act and will contain a legend setting out such restriction and will be segregated until such time as they are sold under the registration statement of which this prospectus forms a part. IAC is registering the resale of shares of IAC Common Stock for sale to provide the holders thereof with freely tradable securities, but such shares will not become freely tradable until sold pursuant to the registration statement of which this prospectus forms a part. There can be no assurance that the Selling Stockholders will sell any or all of the shares of IAC Common Stock registered pursuant to the registration statement of which this prospectus or any accompanying prospectus supplement forms a part.

The Selling Stockholders may, from time to time, sell any or all of the shares of IAC Common Stock beneficially owned by them and offered hereby directly or indirectly through one or more broker-dealers or agents. The Selling Stockholders will be responsible for any agent's commissions. The IAC Common Stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale or at negotiated prices. The Selling Stockholders may use any one or more of the following methods when selling shares of IAC Common Stock:

- on the NASDAQ or any other national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;
- in the over-the-counter market;
- in transactions otherwise than on these exchanges or systems or in the over-the-counter market;
- through the writing of options, swaps or derivatives whether such options are listed on an options exchange or otherwise;
- through ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- through block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- through purchases by a broker-dealer as principal and resale by such broker-dealer for its account;
- through an exchange or market distribution in accordance with the rules of the applicable exchange or market;
- in privately negotiated transactions;
- through the settlement of short sales;
- through broker-dealers that may agree with the Selling Stockholders to sell a specified number of such shares at a stipulated price per share;
- through a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The Selling Stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus or any accompanying prospectus supplement.



In addition, the Selling Stockholders may enter into hedging transactions with broker-dealers who may engage in short sales of shares in the course of hedging the positions they assume with the Selling Stockholders. The Selling Stockholders may also sell shares short and deliver the shares to close out such short position.

Broker-dealers engaged by the Selling Stockholders may arrange for other broker-dealers to participate in sales. If the Selling Stockholders effect such transactions through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the Selling Stockholders or commissions from purchasers of the shares of IAC Common Stock for whom they may act as agent or to whom they may sell as principal, or both (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be less than or in excess of those customary in the types of transactions involved).

The Selling Stockholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be "underwriters" within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

The Selling Stockholders will be subject to the Exchange Act and the rules promulgated thereunder, including Regulation M, which may limit the timing of purchases and sales of IAC Common Stock by the Selling Stockholders and their affiliates.

Pursuant to the Registration Rights Agreement, IAC has agreed to bear all other costs, fees and expenses incurred in connection with the registration of the shares of IAC Common Stock covered by this prospectus. These may include, without limitation, all registration and filing fees, NASDAQ listing fees, fees and expenses of IAC's counsel and accountants, and blue sky fees and expenses. IAC has also agreed to reimburse the Selling Stockholders for the reasonable fees and disbursements of one firm or counsel (which shall be a nationally recognized law firm experienced in securities matters designated by the holders of at least 51% of the IAC Common Stock registered under this prospectus, prospectus supplement or any post-effective amendment to it) to act as counsel for the Selling Stockholders in connection therewith. However, IAC does not have any obligation to pay any underwriting fees, discounts or commissions attributable to the sale of such IAC Common Stock, or any fees and expenses of any broker-dealer or other financial intermediary engaged by any Selling Stockholder. IAC has also agreed to indemnify each Selling Stockholder and their officers and directors, and any person who controls such Selling Stockholder, against certain losses, claims, damages and expenses arising under the securities laws.

## **LEGAL MATTERS**

The validity of the IAC Common Stock will be passed upon by the Executive Vice President and General Counsel of IAC.

## **EXPERTS**

The consolidated financial statements of IAC appearing in 2016 10-K for the year ended December 31, 2016 (including the schedule appearing therein), as updated by the July 18, 2017 8-K, and the effectiveness of IAC's internal control over financial reporting as of December 31, 2016, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included in the July 18, 2017 8-K and the 2016 10-K, respectively, and incorporated herein by reference. Such consolidated financial statements and schedule, as updated by the July 18, 2017 8-K, and IAC management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2016 are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution.**

The following table itemizes the expenses incurred by IAC in connection with the issuance and registration of the securities being registered hereunder. All amounts shown are estimates except the SEC registration fee. IAC will pay all of the costs identified below.

SEC Registration Fee	\$ 75,106.76
Printing and Engraving Expenses(1)	\$ 5,000.00
Legal Fees and Expenses(1)	\$ 75,000.00
Accounting Fees and Expenses(1)	\$ 10,000.00
Miscellaneous(1)	\$ —
Total(1)	<u>\$ 165,106.76</u>

(1) Estimated. Actual amounts to be determined from time to time.

**Item 15. Indemnification of Directors and Officers.**

Section 145 of the DGCL provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the registrant. Section 145 of the DGCL also permits a corporation to pay expenses incurred by a director or officer in advance of the final disposition of a proceeding subject to receipt of an undertaking by such director or officer to repay such amount if it shall be ultimately determined that such person is not entitled to be indemnified by the corporation. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

The Certificate of Incorporation and By-laws provide for indemnification of IAC's directors and officers (and their legal representatives), and of those serving at the request of the Board of Directors or officers as an employee or agent of IAC, or as a director, officer, employee, or agent of another corporation, partnership, joint venture, or other enterprise, to the fullest extent authorized by the DGCL, except that IAC shall indemnify a person for a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of Directors. The By-laws provide for mandatory advancement of expenses to persons entitled to indemnification in defending any action, suit or proceeding in advance of its final disposition, provided that, if the DGCL so requires, such persons provide an undertaking to repay such amounts advanced if it is ultimately determined that such person is not entitled to indemnification. From time to time, IAC directors and officers may be provided with indemnification agreements that are consistent with or greater than the foregoing provisions and, to the extent such officers and directors serve as executive officers or directors of subsidiaries of IAC, consistent with the indemnification provisions of the charter documents of such subsidiaries. IAC has policies of directors' and officers' liability insurance which insure directors and officers against the costs of defense, settlement and/or payment of judgment under certain circumstances. IAC believes that these agreements and arrangements are necessary to attract and retain qualified persons as directors and officers.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation is not personally liable to the corporation or its stockholders for

monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions; or (iv) for any transaction from which the director derived an improper personal benefit. The Certificate of Incorporation provides for such limitation of liability.

Insofar as the provisions of the Certificate of Incorporation or By-laws provide for indemnification of directors or officers for liabilities arising under the Securities Act, IAC has been informed that, in the opinion of the SEC, this indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 16. Exhibits.**

The following exhibits are filed as part of, or incorporated by reference into, this registration statement on Form S-3:

Exhibit

- 3.1 Restated Certificate of Incorporation of IAC/InterActiveCorp (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form 8-A/A, filed on August 12, 2005, and incorporated herein by reference).
- 3.2 Certificate of Amendment of the Restated Certificate of Incorporation of IAC/InterActiveCorp (dated as of August 20, 2008) (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on August 22, 2008, and incorporated herein by reference).
- 3.3 Amended and Restated By-Laws of IAC/InterActiveCorp (amended and restated as of December 1, 2010) (filed as Exhibit 3.1(II) to the Registrant's Current Report on Form 8-K, filed on December 6, 2010, and incorporated herein by reference).
- 4.1 Indenture for 0.875% Senior Exchangeable Notes due 2022, dated as of October 2, 2017, among IAC FinanceCo, Inc., IAC/InterActiveCorp and Computershare Trust Company, N.A., as Trustee (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K, filed on October 6, 2017, and incorporated herein by reference).
- 4.2 Registration Rights Agreement, dated as of October 2, 2017, by and among, IAC Finance Co., IAC/InterActiveCorp, J.P. Morgan Securities LLC, and Goldman Sachs & Co. LLC (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on October 6, 2017, and incorporated herein by reference).
- 4.3 Certificate of Designations of Series C Cumulative Preferred Stock (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on October 2, 2017, and incorporated herein by reference).
- 5.1\* Opinion of Executive Vice President and General Counsel of the Registrant.
- 23.1\* Consent of Ernst & Young LLP, independent registered public accounting firm.
- 23.2\* Consent of Executive Vice President and General Counsel of the Registrant (included in Exhibit 5.1).
- 24.1\* Power of Attorney (included on Signature Page).

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\* Filed herewith.

**Item 17. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however,* that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act, that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

- (i) each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
- (ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the

offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; *provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

- (5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - (iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - (iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to existing provisions or arrangements whereby the registrant may indemnify a director, officer or controlling person of the registrant against liabilities arising under the Securities Act, or otherwise, the registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than for the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit

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- 5.1\* [Opinion of Executive Vice President and General Counsel of the Registrant.](#)
- 23.1\* [Consent of Ernst & Young LLP, independent registered public accounting firm.](#)
- 23.2\* [Consent of Executive Vice President and General Counsel of the Registrant \(included in Exhibit 5.1\).](#)
- 24.1\* [Power of Attorney \(included on Signature Page\).](#)

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\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 22nd day of January, 2018.

IAC/InterActiveCorp

By: /s/ GREGG WINIARSKI

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Gregg Winiarski  
*Executive Vice President, General Counsel and Secretary*

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Gregg Winiarski, Joanne Hawkins and Tanya M. Stanich, and each of them, with full power to act without the other, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement, and any and all amendments thereto (including post-effective amendments) as well as any related registration statements (or amendment thereto) filed pursuant to Rule 462(b) promulgated under the Securities Act, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary or desirable to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <p>/s/ BARRY DILLER Barry Diller</p>	Chairman of the Board, Senior Executive and Director	January 22, 2018
<hr/> <p>/s/ JOSEPH LEVIN Joseph Levin</p>	Chief Executive Officer and Director	January 22, 2018
<hr/> <p>/s/ VICTOR A. KAUFMAN Victor A. Kaufman</p>	Vice Chairman and Director	January 22, 2018
<hr/> <p>/s/ GLENN H. SCHIFFMAN Glenn H. Schiffman</p>	Executive Vice President and Chief Financial Officer	January 22, 2018

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MICHAEL H. SCHWERDTMAN</u> Michael H. Schwerdtman	Senior Vice President and Controller (Chief Accounting Officer)	January 22, 2018
<u>/s/ EDGAR BRONFMAN, JR.</u> Edgar Bronfman, Jr.	Director	January 22, 2018
<u>/s/ CHELSEA CLINTON</u> Chelsea Clinton	Director	January 22, 2018
<u>/s/ MICHAEL D. EISNER</u> Michael D. Eisner	Director	January 22, 2018
<u>/s/ BONNIE S. HAMMER</u> Bonnie S. Hammer	Director	January 22, 2018
<u>/s/ BRYAN LOURD</u> Bryan Lourd	Director	January 22, 2018
<u>/s/ DAVID S. ROSENBLATT</u> David S. Rosenblatt	Director	January 22, 2018
<u>/s/ ALAN G. SPOON</u> Alan G. Spoon	Director	January 22, 2018
<u>/s/ ALEXANDER VON FURSTENBERG</u> Alexander von Furstenberg	Director	January 22, 2018
<u>/s/ RICHARD F. ZANNINO</u> Richard F. Zannino	Director	January 22, 2018





January 22, 2018

IAC/InterActiveCorp  
555 West 18th Street  
New York, New York 10011

**Re: Registration Statement on Form S-3 of IAC/InterActiveCorp**

I am the Executive Vice President, General Counsel and Secretary of IAC/InterActiveCorp, a Delaware corporation ("IAC" or the "Company"). This opinion is being delivered in connection with the shelf registration statement on Form S-3ASR (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") relating to the offering by certain selling stockholders on a delayed basis from time to time, pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), of 4,504,683 shares of IAC's common stock, par value \$0.001 per share (the "Securities"). The Securities are issuable upon the exchange of 0.875% Exchangeable Senior Notes due 2022 (the "Notes") in IAC FinanceCo, Inc., a Delaware limited corporation (the "IAC FinanceCo"), a direct, wholly owned subsidiary of IAC.

The Registration Statement includes a prospectus relating to the Securities (the "Securities Prospectus"). In rendering this opinion, I have reviewed the originals, or copies identified to my satisfaction, of the Registration Statement, the Securities Prospectus, the certificate of incorporation and bylaws of IAC, as amended, and such corporate records of IAC, certificates of public officials, officers of IAC and other persons, and other documents, agreements and instruments, as I have deemed necessary as a basis for the opinions expressed below. In my review, I have assumed the genuineness of all signatures, the authenticity of the originals of the documents submitted to me and the conformity to authentic originals of any documents submitted as copies. I have further assumed, as to matters of fact, the truthfulness of the representations made in certificates of public officials and officers of IAC.

The Company is a Delaware corporation, and while I am not engaged in the practice of law in the State of Delaware, I am generally familiar with the Delaware General Corporation Law as presently in effect and have made such inquiries as I considered necessary to render this opinion. I am a member of the Bar of the State of New York and express no opinion as to the laws of any jurisdiction other than the federal laws of the United States, the laws of the State of New York and the Delaware General Corporation Law.

Based on and subject to the foregoing, I am of the opinion that the Securities are duly authorized, validly issued, fully paid and non-assessable.

The opinion set forth above is subject to (i) the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally (including without limitation all laws relating to fraudulent transfers) and (ii) the effect of general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law)

I hereby consent to be named in the Registration Statement and in Securities Prospectus as the attorney who passed upon the legality of the Securities and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

[Signature Page Follows]

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Very truly yours,

/s/ GREGG WINIARSKI

Name: Gregg Winiarski

Title: Executive Vice President, General Counsel and  
Secretary

[Signature Page to Validity Opinion]

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**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption “Experts” in the Registration Statement (Form S-3) and related Prospectus of IAC/InterActiveCorp for the registration of 4,504,683 shares of its common stock and to the incorporation by reference therein of our report dated February 28, 2017, except for Notes 1, 2, 5, 14, 22 and 24, as to which the date is July 18, 2017, with respect to the consolidated financial statements and schedule of IAC/InterActiveCorp as of December 31, 2015 and 2016 and for each of the three years in the period ended December 31, 2016 included in its Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on July 18, 2017, and our report dated February 28, 2017 with respect to the effectiveness of internal control over financial reporting of IAC/InterActiveCorp included in its Annual Report on Form 10-K for the year ended December 31, 2016, filed with the U.S. Securities and Exchange Commission on February 28, 2017.

/s/ Ernst & Young LLP

New York, New York  
January 22, 2018

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