

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>IAC/INTERACTIVECORP</u>			2. Issuer Name and Ticker or Trading Symbol <u>Match Group, Inc. [ MTCH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2018</u>					
555 WEST 18TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	(City)	(State)						
NEW YORK	NY	10011						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 <sup>(1)</sup>	03/31/2018		J <sup>(1)</sup>		21,040	A	\$31.94	13,517,116	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	03/31/2018		J <sup>(1)</sup>		19,255	A	\$32.3	13,536,371	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	03/31/2018		J <sup>(1)</sup>		282,390	A	\$35.71	13,818,761	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	03/31/2018		J <sup>(1)</sup>		4,569	A	\$40.07	13,823,330	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	03/31/2018		J <sup>(1)</sup>		18,383	A	\$41.58	13,841,713	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	03/31/2018		J <sup>(1)</sup>		9,779	A	\$43.16	13,851,492	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	03/31/2018		J <sup>(1)</sup>		63,898	A	\$44.23 <sup>(2)</sup>	13,915,390	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	03/31/2018		J <sup>(1)</sup>		36,674	A	\$45.53 <sup>(3)</sup>	13,952,064	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	03/31/2018		J <sup>(1)</sup>		1,599	A	\$46.71	13,953,663	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares of common stock issued to/acquired by IAC/InterActiveCorp ("IAC") as reimbursement for shares of IAC common stock issued in connection with:(i) the settlement of Match Group, Inc. ("Match Group") equity awards formerly denominated in shares of a Match Group subsidiary held by Match Group employees and (ii) the exercise/vesting of IAC equity awards by/for Match Group employees, in all cases, pursuant to the Employee Matters Agreement, dated November 24, 2015, between IAC and Match Group, as amended effective as of April 13, 2016.
- The price reflects a weighted average issuance price ranging from \$44.20 to \$44.23. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group or a security holder of Match Group, information regarding the number of shares issued at each separate price.
- The price reflects a weighted average issuance price ranging from \$45.43 to \$45.70. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group or a security holder of Match Group, information regarding the number of shares issued at each separate price.

Tanya M. Stanich, Assistant Secretary 04/03/2018

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.