

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 9, 2004**

IAC/INTERACTIVE CORP

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction
of incorporation)

0-20570

(Commission File
Number)

59-2712887

(IRS Employer
Identification No.)

152 West 57th Street, New York, NY

(Address of principal executive offices)

10019

(Zip Code)

Registrant's telephone number, including area code: **(212) 314-7300**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On November 9, 2004, IAC/InterActiveCorp ("IAC") adopted the IAC/InterActiveCorp Executive Deferred Compensation Plan (the "Plan"), effective January 1, 2005. The Plan is intended to comply with the requirements imposed under new Section 409A of the Internal Revenue Code of 1986, as amended (the "IRC"), and the provisions of the Plan will be construed in a manner consistent with the requirements of such section of the IRC.

Under the Plan, IAC will provide a select group of management employees and highly compensated employees (each, a "Participant") with the opportunity to defer a specified percentage of their cash bonuses (up to a maximum of 90%). The amounts deferred will be credited to a book-entry account established for each Participant. Such accounts will be adjusted for positive or negative investment results from investment alternatives selected by the Participant from among those made available under the Plan.

Pursuant to the Plan, IAC will pay a cash amount (the "Plan Benefits") to a Participant equal to the amount of deferred compensation credited to the Participant's account on a date elected by the Participant. In general, this date will be a specific date, no sooner than three years after the date of deferral, the Participant's termination of employment or the Participant's attainment of age 65. If a Participant who is a "key employee," as defined under Section 416 of the IRC, elects to have his or her Plan Benefits paid upon termination of employment, the Participant must wait 6 months following his or her termination of employment to receive such distribution.

A Participant may elect to receive his or her Plan Benefits in a single cash lump sum or in installments over a period of 10 or 15 years. In addition, a Participant may be entitled to receive Plan Benefits earlier in the event he or she incurs an "unforeseen emergency" or upon a change in control of IAC. If a Participant dies prior to receiving all of his or her Plan Benefits, the unpaid portion of such Plan Benefits will be paid to the Participant's designated beneficiary in the form of a lump sum distribution as soon as administratively feasible thereafter.

Plan Benefits are unsecured general obligations of IAC and rank in parity with IAC's other unsecured and unsubordinated indebtedness. IAC may establish a "rabbi trust" in connection with the Plan. The amounts allocated to such trust and earnings thereon will be used to pay Plan Benefits under the Plan.

IAC can amend or terminate the Plan at any time. IAC intends to amend the Plan, to the extent necessary, to comply with guidance that the United States Department of Treasury is expected to issue with respect to Section 409A of the IRC.

ITEM 5.02. DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On November 9, 2004, IAC/InterActiveCorp issued a press release announcing that Dara Khosrowshahi, Chief Financial Officer of IAC, would succeed Erik Blachford as President and

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Chief Executive Officer of IAC Travel. Mr. Khosrowshahi will continue to serve as IAC's Chief Financial Officer until this transition is complete and a successor is appointed.

The full text of this press release, appearing in Exhibit 99.1 hereto, is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

IAC/INTERACTIVECORP

By: /s/ Gregory R. Blatt
Name: Gregory R. Blatt
Title: Senior Vice President and
General Counsel

Date: November 15, 2004

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of IAC/InterActiveCorp dated November 9, 2004.

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IAC/InterActiveCorp**Dara Khosrowshahi to Succeed Erik Blachford as IAC Travel CEO**

New York, NY — November 9, 2004 — IAC announced today that Dara Khosrowshahi, now CFO of the company, will succeed Erik Blachford as President & CEO of IAC Travel. Mr. Khosrowshahi will continue to serve as CFO until this transition is complete and a successor is appointed.

Barry Diller, Chairman and CEO of IAC, said: “After nine years playing key roles in building up the Company, Erik Blachford told me some weeks ago that he’s desirous of a new challenge. One year ago we asked him to create IAC Travel out of our multiple travel businesses, and now that he’s yeomanlike gone through all the transitioning, with the key players in place running the business day to day and the businesses themselves fundamentally sound, he feels it’s time to move to the kind of role he’d prefer, a direct operating opportunity as compared to the more diverse management and oversight role IACT requires... he’s done a fantastic job for this Company.

“Dara Khosrowshahi is the perfect successor as head of IAC Travel. He knows our travel businesses extremely well, having been a key player in our original acquisitions of Hotels.com and Expedia, and more recently as our CFO. This will be a seamless and easy process, and we will have a successor as CFO in place before the transition is final.”

About Dara Khosrowshahi

Dara Khosrowshahi has been Executive Vice President and Chief Financial Officer of IAC since January 2002. In this capacity, he oversees all financial matters for the Company. Mr. Khosrowshahi also serves in the Office of the Chairman. Mr. Khosrowshahi was previously IAC’s Executive Vice President of Operations and Strategic Planning since August 2000. From August 1999 to July 2000, Mr. Khosrowshahi served as President, USA Networks Interactive, where he oversaw management, operations and strategic planning of the Company’s interactive services division. Mr. Khosrowshahi joined IAC in 1998 as Vice President of Strategic Planning. He was promoted to Senior Vice President in May 1999. Prior to joining the Company, Mr. Khosrowshahi worked at Allen & Company Incorporated from 1991 to 1998 where he served as Vice President from 1995 to 1998. Mr. Khosrowshahi received a Bachelor’s Degree in Engineering from Brown University in 1991.

About Erik Blachford

Erik Blachford is president and chief executive officer of IAC Travel, which includes Expedia, Hotels.com, Hotwire, Interval International, Classic Custom Vacations and Expedia Corporate

Travel. Mr. Blachford joined Expedia as one of its founding team members in 1995 and later led the establishment of the Expedia brand as senior vice president, marketing and programming. He helped transform Expedia.com from a new venture to the world’s leading travel retailer. In 2002, he was named president of Expedia North America, with responsibility for the sales, marketing, product development and strategic planning functions for Expedia.com, Expedia Canada and Expedia’s private-label service, WWTE. He was subsequently appointed to CEO and President of Expedia, Inc. in early 2003 and then CEO and President of IAC Travel later that same year. Prior to joining Expedia, Mr. Blachford held various positions at Butterfield and Robinson, a luxury activity tour provider. Mr. Blachford is a board member of Netstock Corporation, the parent company of ShareBuilder Securities Corporation, the nation’s growth leader in dollar-based online investing for mainstream consumers. Mr. Blachford holds a BA from Princeton University and an MBA from Columbia Business School.

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About IAC/InterActiveCorp

IAC/InterActiveCorp (NASDAQ: IACI) operates leading and diversified businesses in sectors being transformed by the internet, online and offline... our mission is to harness the power of interactivity to make daily life easier and more productive for people all over the world.

IAC consists of IAC Travel, which includes Expedia, Hotels.com, Hotwire, Interval International, Classic Custom Vacations and Expedia Corporate Travel; HSN; Ticketmaster, which oversees ReserveAmerica; Match.com; Precision Response Corporation; IAC Local and Media Services, which includes Citysearch, Evite, Entertainment Publications, TripAdvisor and ServiceMagic; IAC Financial Services and Real Estate, which includes LendingTree, RealEstate.com, GetSmart, and Domania; and IAC Interactive Development which includes ZeroDegrees. <http://iac.com>

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