

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>LEVIN JOSEPH</u> _____ (Last) (First) (Middle) <u>C/O IAC/INTERACTIVECORP</u> <u>555 WEST 18TH STREET</u> _____ (Street) <u>NEW YORK NY 10011</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IAC/InterActiveCorp [IAC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 \$0.0001 ⁽¹⁾	05/25/2021		J ⁽¹⁾		3,088,181	A	(1)	3,088,181 ⁽²⁾	D	
Common Stock, par value \$0.0001 ⁽¹⁾	05/25/2021		J ⁽¹⁾		199,433	A	(1)	199,433	I	Held through grantor retained annuity trust

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options to Purchase Common Stock, par value \$0.0001 ⁽³⁾	\$13.4784	05/25/2021		J ⁽³⁾		100,000		05/25/2021	08/01/2024	Common Stock, par value \$0.0001	100,000	\$0	100,000	D	
Options to Purchase Common Stock, par value \$0.0001 ⁽³⁾	\$15.7064	05/25/2021		J ⁽³⁾		400,000		05/25/2021	06/24/2025	Common Stock, par value \$0.0001	400,000	\$0	400,000	D	
Options to Purchase Common Stock, par value \$0.0001 ⁽³⁾	\$8.207	05/25/2021		J ⁽³⁾		200,000		05/25/2021	02/10/2026	Common Stock, par value \$0.0001	200,000	\$0	200,000	D	
Options to Purchase Common Stock, par value \$0.0001 ⁽³⁾	\$15.4503	05/25/2021		J ⁽³⁾		300,000		05/25/2021	02/14/2027	Common Stock, par value \$0.0001	300,000	\$0	300,000	D	

Explanation of Responses:

- Reflects shares of IAC common stock, par value \$0.0001, received in respect of shares of IAC common stock, par value \$0.001, in connection with a reclassification effected in connection with (and immediately preceding) the spin-off by IAC of Vimeo, Inc. (the "Spin-Off") pre-market on May 25, 2021.
- Includes: (i) 88,181 shares of IAC common stock held directly by Mr. Levin and (ii) 3,000,000 restricted shares of IAC common stock. The shares of restricted stock cliff vest on the ten-year anniversary of the grant date (November 5, 2020), subject to Mr. Levin's continued employment through the vesting date and the satisfaction of applicable stock price performance goals (as amended to reflect the Spin-Off). Some or all of the shares of restricted stock may vest earlier upon a qualifying termination of employment or an election to measure performance on an earlier date beginning on the sixth anniversary of the grant date. Mr. Levin has the right to vote the shares of restricted stock during the restricted period and is entitled to receive ordinary cash dividends on such shares during the restricted period, but only to the extent that the applicable stock price performance goals have been met as of the dividend record date.
- In connection with the Spin-Off, IAC stock options were converted into IAC and Vimeo, Inc. stock options, with adjustments (to maintain pre- and post-Spin-Off values) to, in the case of IAC stock options, the per share exercise prices to reflect the Spin-Off. These previously granted stock options have the same vesting and other applicable terms and conditions as they did immediately prior to the Spin-off. Reflects IAC stock options, as adjusted on the basis described immediately above.

Tanya Stanich as Attorney-in-Fact for Joseph Levin 05/27/2021

** 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.

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