

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
ON FORM S-8
TO REGISTRATION STATEMENT ON FORM S-4

UNDER THE SECURITIES ACT OF 1933

IAC/INTERACTIVECORP

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

84-3727412

(I.R.S. Employer Identification No.)

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

(Address of principal executive offices, including zip code)

IAC/InterActiveCorp 2018 Stock and Annual Incentive Plan
IAC/InterActiveCorp 2013 Stock and Annual Incentive Plan
IAC/InterActiveCorp 2008 Stock and Annual Incentive Plan
IAC/InterActiveCorp 2005 Stock and Annual Incentive Plan
IAC/InterActiveCorp Retirement Savings Plan
2011 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors
2007 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors
2000 IAC/InterActiveCorp Fee Deferral Plan for Non-Employee Directors

(Full title of the Plans)

Kendall F. Handler, Esq.
Senior Vice President, General Counsel and Secretary
IAC/InterActiveCorp
555 West 18th Street
New York, New York 10011

(Name and address of agent for service)

(212) 314-7300

(Telephone number, including area code, of agent for service)

Copies to:

Andrew J. Nussbaum, Esq.
Jenna E. Levine, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403 1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such additional shares of common stock, par value \$0.0001 per share, of Registrant (“IAC Common Stock”) that become issuable by reason of any stock split, stock dividend, recapitalization or other similar transaction that results in an increase in the number of outstanding shares of IAC Common Stock.
 - (2) All filing fees payable in connection with the registration of these securities were already paid in connection with the filing of the registration statement on Form S-4 (File No. 333-251656) filed by Registrant and Vimeo, Inc. (formerly named Vimeo Holdings, Inc.) with the Securities and Exchange Commission (the “Commission”) on December 23, 2020, as amended by pre-effectives Amendment Nos. 1-4 thereto filed with the Commission and as declared effective on April 7, 2021, to which this Registration Statement is Post-Effective Amendment No. 1. Accordingly, no additional filing fee is required. See “Explanatory Note.”
 - (3) Represents (a) 225,458 shares of IAC Common Stock under the IAC/InterActiveCorp Retirement Savings Plan, (b) 42,987,045 shares of IAC Common Stock under the 2018 IAC/InterActiveCorp Stock and Annual Incentive Plan, the 2013 IAC/InterActiveCorp Stock and Annual Incentive Plan, the 2008 IAC/InterActiveCorp Stock and Annual Incentive Plan and the 2005 IAC/InterActiveCorp Stock and Annual Incentive Plan, 10,769,496 of which cover outstanding awards under such plans, and 32,217,549 of which remain available for issuance under such plans and (c) 631,452 shares of IAC Common Stock under the 2011 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors, the 2007 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors and the 2000 IAC/InterActiveCorp Fee Deferral Plan for Non-Employee Directors, 325,854 of which are covered by existing deferrals under such plans, and 305,598 of which remain available for issuance under such plans.
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EXPLANATORY STATEMENT

IAC/InterActiveCorp (“IAC” or the “Registrant”) hereby amends its Registration Statement on Form S-4, as amended (SEC File No. 333-251656), filed by Registrant and Vimeo, Inc. (formerly known as Vimeo Holdings, Inc.) (“Vimeo”) with the Securities and Exchange Commission (the “Commission”) on December 23, 2020, as amended by pre-effective amendments No. 1 through 4 (the “Form S-4”), which the Commission declared effective at 4:00 p.m. Eastern Time on April 7, 2021 (the “Form S-4”), by filing this Post-Effective Amendment No. 1 on Form S-8 (this “Post-Effective Amendment” and together with the Form S-4, this “Registration Statement”).

Registrant and Vimeo filed the Form S-4 in connection with a series of transactions that resulted in the separation of the Vimeo business from Registrant’s other businesses (the “Spin-off”). On May 25, 2021, IAC and Vimeo completed the Spin-off.

This Registration Statement relates to (a) 225,458 shares of IAC Common Stock under the IAC/InterActiveCorp Retirement Savings Plan, (b) 42,987,045 shares of IAC Common Stock under the 2018 IAC/InterActiveCorp Stock and Annual Incentive Plan, the 2013 IAC/InterActiveCorp Stock and Annual Incentive Plan, the 2008 IAC/InterActiveCorp Stock and Annual Incentive Plan and the 2005 IAC/InterActiveCorp Stock and Annual Incentive Plan, 10,769,496 of which cover outstanding awards under such plans, and 32,217,549 of which remain available for issuance under such plans and (c) 631,452 shares of IAC Common Stock under the 2011 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors, the 2007 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors and the 2000 IAC/InterActiveCorp Fee Deferral Plan for Non-Employee Directors, 325,854 of which are covered by existing deferrals under such plans, and 305,598 of which remain available for issuance under such plans. In connection with the Spin-off, shares of IAC common stock, par value \$0.001, were reclassified into shares of IAC Common Stock. All such shares were previously registered on the Form S-4 but will be subject to issuance pursuant to this Post-Effective Amendment.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Item 1 and Item 2 of Part I of Form S-8 is omitted from this filing in accordance with Rule 428 under the Securities Act, and the introductory note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated in this Registration Statement by reference:

1. [The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the Commission on February 17, 2021, which contains audited combined financial statements of the Registrant for the latest fiscal year for which such statements have been filed;](#)
2. [The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021, filed with the Commission on May 10, 2021;](#)
3. The Registrant's Current Reports on Form 8-K filed with the Commission on [January 26, 2021](#), [April 2, 2021](#), [April 9, 2021](#) and [May 14, 2021](#);
4. [The description of IAC Common Stock contained in the Registrant's Registration Statement on Form 8-A/A \(File No. 001-39356\) filed by the Registrant with the Commission on May 25, 2021, including any amendment or report filed for the purpose of updating such description.](#)

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained or incorporated by reference herein or in any subsequently filed document that is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The legality of the securities offered pursuant to this Registration Statement has been passed on by Kendall F. Handler, Senior Vice President, General Counsel and Secretary of the Registrant. Ms. Handler owns shares of IAC Common Stock and holds equity awards under certain of the Registrant's equity compensation plans.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law (the "DGCL") provides that a corporation may indemnify directors and officers, as well as other employees and individuals, against expenses (including attorney 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 of the corporation. 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 organizational documents of the Registrant provide for indemnification of Vimeo's directors and officers (and their legal representatives), and of those serving at the request of the relevant board of directors or officers as an employee or agent of the corporation, 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 the relevant corporation 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 relevant board of directors. The by-laws of the Registrant specifically 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, the directors and officers of the Registrant may be provided with indemnification agreements that are consistent with or greater than the foregoing provisions and, to the extent such directors and officers serve as executive officers or directors of subsidiaries of the Registrant, consistent with the indemnification provisions of the charter documents of such subsidiaries. The Registrant has adopted (or may adopt) policies of directors' and officers' liability insurance to insure directors and officers against the costs of defense, settlement and/or payment of judgments under certain circumstances. The Registrant believes that the agreements and arrangements described above 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 or redemptions; or (iv) for any transaction from which the director derived an improper personal benefit. The certificate of incorporation of the Registrant provides for such limitation of liability.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

Exhibit No.	Description of Document
<u>4.1</u>	<u>Restated Certificate of Incorporation of IAC/InterActiveCorp, dated as of June 30, 2020 (filed as Exhibit 3.1(c) to IAC/InterActiveCorp's Current Report on Form 8-K filed on July 2, 2020 and incorporated herein by reference)</u>
<u>4.2</u>	<u>Amendment to Restated Certificate of Incorporation of IAC/InterActiveCorp, dated as of May 24, 2021*</u>
<u>4.3</u>	<u>Amended and Restated By-laws of IAC/InterActiveCorp, dated as of April 5, 2021 (filed as Exhibit 3.1 to IAC/InterActiveCorp's Current Report on Form 8-K filed on April 9, 2021 and incorporated herein by reference)</u>
<u>4.5</u>	<u>IAC/InterActiveCorp 2008 Stock and Annual Incentive Plan (filed as Exhibit 10.6 to Match Group, Inc.'s (f/k/a IAC/InterActiveCorp) Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and incorporated herein by reference)</u>
<u>4.6</u>	<u>IAC/InterActiveCorp 2005 Stock and Annual Incentive Plan (filed as Exhibit 10.8 to Match Group, Inc.'s (f/k/a IAC/InterActiveCorp) Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and incorporated herein by reference)</u>
<u>4.7</u>	<u>IAC/InterActiveCorp 2013 Stock and Annual Incentive Plan (filed as Exhibit 10.1 to Match Group, Inc.'s (f/k/a IAC/InterActiveCorp) Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013 and incorporated herein by reference)</u>
<u>4.8</u>	<u>IAC/InterActiveCorp 2018 Stock and Annual Incentive Plan (filed as Exhibit 10.1 to Match Group, Inc.'s (f/k/a IAC/InterActiveCorp) Current Report on Form 8-K, filed on June 29, 2018 and incorporated herein by reference)</u>

Exhibit No.	Description of Document
4.9	2011 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors (filed as Exhibit 10.1 to Old IAC's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011, and incorporated herein by reference)
4.10	2007 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors (filed as Exhibit 10.18 to Match Group, Inc.'s (f/k/a IAC/InterActiveCorp) Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and incorporated herein by reference)
4.11	2000 IAC/InterActiveCorp Fee Deferral Plan for Non-Employee Directors (filed as Exhibit 10.17 to Match Group, Inc.'s (f/k/a IAC/InterActiveCorp) Annual Report on Form 10-K for the fiscal year ended December 31, 2008, and incorporated herein by reference)
5.1	Opinion of Kendall F. Handler, Senior Vice President, General Counsel and Secretary of the Registrant, as to the validity of the securities being registered*
23.1	Consent of Kendall Handler, Senior Vice President, General Counsel and Secretary of the Registrant (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm for IAC/InterActiveCorp*
24.1	Powers of Attorney (previously filed as an exhibit to the original registration statement on Form S-4, filed on December 23, 2020, to which this is an amendment)

* Filed herewith

ITEM 9. 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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent 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) and (a)(1)(ii) above 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 Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in 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.
- (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 the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission 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 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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 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 May 26, 2021.

IAC/INTERACTIVECORP

By: /s/ Kendall Handler

Name: Kendall Handler

Title: Senior Vice President, General Counsel and Secretary

IN WITNESS WHEREOF and pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on May 26, 2021.

Signature	Title
*	
<u>Barry Diller</u>	Chairman of the Board, Senior Executive and Director
*	
<u>Joseph Levin</u>	Chief Executive Officer and Director
*	
<u>Victor A. Kaufman</u>	Vice Chairman and Director
<u>/s/ Glenn H. Schiffman</u> Glenn H. Schiffman	Executive Vice President and Chief Financial Officer
<u>/s/ Michael H. Schwerdtman</u> Michael H. Schwerdtman	Senior Vice President and Controller (Principal Accounting Officer)
*	
<u>Chelsea Clinton</u>	Director
*	
<u>Michael D. Eisner</u>	Director
*	
<u>Bonnie S. Hammer</u>	Director
*	
<u>Bryan Lourd</u>	Director
<u>Westley Moore</u>	Director
*	
<u>David Rosenblatt</u>	Director
*	
<u>Alan G. Spoon</u>	Director
*	
<u>Alexander von Furstenberg</u>	Director
*	
<u>Richard F. Zannino</u>	Director

*By: /s/ Glenn H. Schiffman

Name: Glenn H. Schiffman

Attorney-in-Fact

**CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION
OF
IAC/INTERACTIVECORP**

IAC/InterActiveCorp, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation duly adopted resolutions proposing and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation.

SECOND: This Certificate of Amendment has been duly adopted by the Board of Directors of the Corporation and by its stockholders in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware and the Certificate of Incorporation of the Corporation.

THIRD: Article IV is hereby amended by deleting the first paragraph of Article IV and replacing that paragraph with the following text:

Without regard to any other provision of the Certificate of Incorporation (including, without limitation, all of the provisions of Article IV), upon the effectiveness of the Certificate of Amendment to Restated Certificate of Incorporation containing this sentence (the "Reclassification Effective Time"), (a) each one share of Common Stock, \$0.001 par value, of the Corporation that is either issued and outstanding or held by the Corporation as treasury stock immediately prior to the Reclassification Effective Time (the "Old Common Stock") shall be and hereby is automatically reclassified as and changed (without any further act) into (i) one share of Common Stock, \$0.0001 par value, of the Corporation and (ii) one one-hundredth of a share of Series 1 Mandatorily Exchangeable Preferred Stock, \$0.01 par value, of the Corporation, and (b) each one share of Class B Common Stock, \$0.001 par value, of the Corporation, that is either issued and outstanding or held by the Corporation as treasury stock immediately prior to the Reclassification Effective Time (the "Old Class B Common Stock") shall be and is hereby automatically reclassified as and changed (without any further act) into (i) one share of Class B Common Stock, \$0.0001 par value, of the Corporation and (ii) one one-hundredth of a share of Series 2 Mandatorily Exchangeable Preferred Stock, \$0.01 par value, of the Corporation (collectively, the "Reclassification"). Each stock certificate that, immediately prior to the Reclassification Effective Time, represented shares of Old Common Stock or Old Class B Common Stock, as applicable, shall, from and after the Reclassification Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares (or fractions thereof as applicable) of Common Stock, Class B Common Stock, Series 1 Mandatorily Exchangeable Preferred Stock or Series 2 Mandatorily Exchangeable Preferred Stock, as applicable, into which the shares of Old Common Stock or Old Class B Common Stock, as applicable, represented by such certificate shall have been reclassified.

The Corporation shall have the authority to issue one billion six hundred million (1,600,000,000) shares of \$0.0001 par value Common Stock, four hundred million (400,000,000) shares of \$0.0001 par value Class B Common Stock and one hundred million (100,000,000) shares of \$0.01 par value Preferred Stock (the "Preferred Stock") (of which 1,413,740 shares are designated as shares of Series A Cumulative Preferred Stock, 2,000,000 shares are designated as shares of Series 1 Mandatorily Exchangeable Preferred Stock of the Corporation, and 57,895 shares are designated as shares of Series 2 Mandatorily Exchangeable Preferred Stock of the Corporation).

FOURTH: Article IV is hereby amended by deleting Section D. of Article IV and replacing that Section with the following text:

D. PREFERRED STOCK

The Board of Directors is authorized, by resolution, to designate the voting powers, preferences, rights and qualifications, limitations and restrictions of the Preferred Stock and any class or series thereof. Pursuant to subsection 242(b) of the Delaware General Corporation Law, the number of authorized shares of Preferred Stock or any class or series thereof may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the Corporation entitled to vote irrespective of such subsection.

Pursuant to the authority conferred by this Article IV.D, in addition to the remaining provisions of this Article IV.D, the Series A Cumulative Preferred Stock has been designated, with such series consisting of such number of shares and such voting powers, designations, preferences, limitations, restrictions, relative rights and distinguishing designation as are stated and expressed in Exhibit A attached hereto (as it may be amended from time to time) and incorporated herein by reference.

(1) **SERIES 1 MANDATORILY EXCHANGEABLE PREFERRED STOCK.**

- (a) All shares of Series 1 Mandatorily Exchangeable Preferred Stock shall rank as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (i) prior to all of the now or hereafter issued shares of Common Stock or Class B Common Stock of the Corporation, (ii) *pari passu* with the Series 2 Mandatorily Exchangeable Preferred Stock of the Corporation and (iii) junior to all other series of Preferred Stock of the Corporation.
- (b) The holders of Series 1 Mandatorily Exchangeable Preferred Stock shall not be entitled to receive any dividends based on their holdings thereof.

- (c) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of stock ranking junior (upon liquidation, dissolution or winding up) to the Series 1 Mandatorily Exchangeable Preferred Stock unless, prior thereto, the holders of shares of Series 1 Mandatorily Exchangeable Preferred Stock shall have received \$1.00 per share, or (ii) to the holders of shares of stock ranking on a parity (upon liquidation, dissolution or winding up) with the Series 1 Mandatorily Exchangeable Preferred Stock, except distributions made ratably on the Series 1 Mandatorily Exchangeable Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.
- (d) Holders of Series 1 Mandatorily Exchangeable Preferred Stock shall not have any voting rights by virtue of their ownership of any shares of Series 1 Mandatorily Exchangeable Preferred Stock except as otherwise from time to time may be required by law.
- (e) Shares of Series 1 Mandatorily Exchangeable Preferred Stock are not entitled to any preemptive or subscription rights in respect of any securities of the Corporation.
- (f) To the fullest extent permitted by law, at the time that is one minute following the Reclassification Effective Time (the "Mandatory Exchange Effective Time"), each outstanding one one-hundredth of a share of Series 1 Mandatorily Exchangeable Preferred Stock shall be redeemed by the Corporation, without notice, in exchange for a number of shares of common stock ("Vimeo Common Stock") of a corporation to be incorporated and subsequently renamed to Vimeo, Inc. ("Vimeo, Inc.") equal to the Spin-off Exchange Ratio (as defined in the Separation Agreement to be entered into between the Corporation and Vimeo, Inc. (as it may be amended from time to time, the "Separation Agreement")). A copy of the Separation Agreement, once entered into, shall be maintained by the Secretary of the Corporation at the principal executive offices of the Corporation and a copy thereof shall be provided free of charge to any stockholder who makes a request therefor. Any reference in this Certificate of Incorporation to the Separation Agreement shall be deemed a reference to such Separation Agreement as amended from time to time in accordance with its terms. No fractional shares of Vimeo Common Stock, or certificates representing fractional shares thereof, shall be delivered to the former holders of Series 1 Mandatorily Exchangeable Preferred Stock as a result of the Reclassification. Stockholders that otherwise would be entitled to receive fractional shares of Vimeo Common Stock shall be entitled to receive cash (without interest) as contemplated by the Separation Agreement (taking into account all shares of capital stock held by such stockholders).

- (g) Shares of Series 1 Mandatorily Exchangeable Preferred Stock redeemed or otherwise acquired by the Corporation may thereafter be issued, but not as shares of Series 1 Mandatorily Exchangeable Preferred Stock and, upon their retirement, will be restored to the status of authorized and unissued shares of Preferred Stock.

(2) SERIES 2 MANDATORILY EXCHANGEABLE PREFERRED STOCK

- (a) All shares of Series 2 Mandatorily Exchangeable Preferred Stock shall rank as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (i) prior to all of the now or hereafter issued shares of Common Stock or Class B Common Stock of the Corporation, (ii) *pari passu* with the Series 1 Mandatorily Exchangeable Preferred Stock of the Corporation and (iii) junior to all other series of Preferred Stock of the Corporation.
- (b) The holders of Series 2 Mandatorily Exchangeable Preferred Stock shall not be entitled to receive any dividends based on their holdings thereof.
- (c) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of stock ranking junior (upon liquidation, dissolution or winding up) to the Series 2 Mandatorily Exchangeable Preferred Stock unless, prior thereto, the holders of shares of Series 2 Mandatorily Exchangeable Preferred Stock shall have received \$1.00 per share, or (ii) to the holders of shares of stock ranking on a parity (upon liquidation, dissolution or winding up) with the Series 2 Mandatorily Exchangeable Preferred Stock, except distributions made ratably on the Series 2 Mandatorily Exchangeable Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.
- (d) Holders of Series 2 Mandatorily Exchangeable Preferred Stock shall not have any voting rights by virtue of their ownership of any shares of Series 2 Mandatorily Exchangeable Preferred Stock except as otherwise from time to time may be required by law.
- (e) Shares of Series 2 Mandatorily Exchangeable Preferred Stock are not entitled to any preemptive or subscription rights in respect of any securities of the Corporation.

- (f) To the fullest extent permitted by law, at the Mandatory Exchange Effective Time, each outstanding one one-hundredth of a share of Series 2 Mandatorily Exchangeable Preferred Stock shall be redeemed by the Corporation, without notice, in exchange for one share of Class B common stock of Vimeo, Inc. (“Vimeo Class B Common Stock”) equal to the Spin-off Exchange Ratio. No fractional shares of Vimeo Class B Common Stock, or certificates representing fractional shares thereof, shall be delivered to the former holders of Series 2 Mandatorily Exchangeable Preferred Stock as a result of the Reclassification. Stockholders that otherwise would be entitled to receive fractional shares of Vimeo Class B Common Stock shall be entitled to receive cash (without interest) as contemplated by the Separation Agreement (taking into account all shares of capital stock held by such stockholders).
- (g) Shares of Series 2 Mandatorily Exchangeable Preferred Stock redeemed or otherwise acquired by the Corporation may thereafter be issued, but not as shares of Series 2 Mandatorily Exchangeable Preferred Stock and, upon their retirement, will be restored to the status of authorized and unissued shares of Preferred Stock.

FIFTH: Section 2 of the Certificate of Designations of Series A Cumulative Preferred Stock of the Company is hereby amended by deleting from the first sentence thereof the following text: “, \$0.001 par value per share, ”.

SIXTH: Section 7 of the Certificate of Designations of Series A Cumulative Preferred Stock of the Company is hereby amended by deleting from the second sentence thereof the following text: “, \$0.001 par value per share, ”.

SEVENTH: Sections A to D of Article XIII are hereby amended to read in their entirety as follows:

A. COMPETITION AND CORPORATE OPPORTUNITIES

(1) To the extent provided in the following sentence, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any Expedia Dual Opportunity about which an Expedia Dual Role Person acquires knowledge. An Expedia Dual Role Person shall have no duty to communicate or offer to the Corporation or any of its Affiliated Companies any Expedia Dual Opportunity that such Expedia Dual Role Person has communicated or offered to Expedia, shall not be prohibited from communicating or offering any Expedia Dual Opportunity to Expedia, and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder, director or officer of the Corporation, as the case may be, resulting from (i) the failure to communicate or offer to the Corporation or any of its Affiliated Companies any Expedia Dual Opportunity that such Expedia Dual Role Person has communicated or offered to Expedia or (ii) the communication or offer to Expedia of any Expedia Dual Opportunity, so long as (x) the Expedia Dual Opportunity does not become known to the Expedia Dual Role Person in his or her capacity as a director or officer of the Corporation, and (y) the Expedia Dual Opportunity is not presented by the Expedia Dual Role Person to any party other than Expedia, Match or Vimeo and the Expedia Dual Role Person does not pursue the Expedia Dual Opportunity individually.

(2) To the extent provided in the following sentence, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any Match Dual Opportunity about which an Match Dual Role Person acquires knowledge. A Match Dual Role Person shall have no duty to communicate or offer to the Corporation or any of its Affiliated Companies any Match Dual Opportunity that such Match Dual Role Person has communicated or offered to Match, shall not be prohibited from communicating or offering any Match Dual Opportunity to Match, and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder, director or officer of the Corporation, as the case may be, resulting from (i) the failure to communicate or offer to the Corporation or any of its Affiliated Companies any Match Dual Opportunity that such Match Dual Role Person has communicated or offered to Match or (ii) the communication or offer to Match of any Match Dual Opportunity, so long as (x) the Match Dual Opportunity does not become known to the Match Dual Role Person in his or her capacity as a director or officer of the Corporation, and (y) the Match Dual Opportunity is not presented by the Match Dual Role Person to any party other than Match, Expedia or Vimeo and the Match Dual Role Person does not pursue the Match Dual Opportunity individually.

(3) To the extent provided in the following sentence, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any Vimeo Dual Opportunity about which a Vimeo Dual Role Person acquires knowledge. A Vimeo Dual Role Person shall have no duty to communicate or offer to the Corporation or any of its Affiliated Companies any Vimeo Dual Opportunity that such Vimeo Dual Role Person has communicated or offered to Vimeo, shall not be prohibited from communicating or offering any Vimeo Dual Opportunity to Vimeo, and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder, director or officer of the Corporation, as the case may be, resulting from (i) the failure to communicate or offer to the Corporation or any of its Affiliated Companies any Vimeo Dual Opportunity that such Vimeo Dual Role Person has communicated or offered to Vimeo or (ii) the communication or offer to Vimeo of any Vimeo Dual Opportunity, so long as (x) the Vimeo Dual Opportunity does not become known to the Vimeo Dual Role Person in his or her capacity as a director or officer of the Corporation, and (y) the Vimeo Dual Opportunity is not presented by the Vimeo Dual Role Person to any party other than Vimeo, Expedia or Match and the Vimeo Dual Role Person does not pursue the Vimeo Dual Opportunity individually.

B. CERTAIN MATTERS DEEMED NOT CORPORATE OPPORTUNITIES

In addition to and notwithstanding the foregoing provisions of this Article XIII, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any business opportunity that the Corporation is not financially able or contractually permitted or legally able to undertake. Moreover, nothing in this Article XIII shall amend or modify in any respect any written contractual agreement between Expedia, Match or Vimeo on the one hand and the Corporation or any of its Affiliated Companies on the other hand.

C. CERTAIN DEFINITIONS

For purposes of this Article XIII:

“Affiliate” means with respect to any Person, any other Person directly or indirectly controlling, controlled by or under common control with such Person. For purposes of the foregoing definition, the term “controls,” “is controlled by,” or “is under common control with” means the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

“Affiliated Company” means (i) with respect to the Corporation, any Person controlled by the Corporation, (ii) with respect to Expedia, any Person controlled by Expedia, (iii) with respect to Match, any Person controlled by Match, and (iv) with respect to Vimeo, any Person controlled by Vimeo.

“Expedia” means Expedia Group, Inc., a Delaware corporation, and its Affiliated Companies.

“Expedia Dual Opportunity” means any potential transaction or matter which may be a corporate opportunity for both Expedia, on the one hand, and the Corporation or any of its Affiliated Companies, on the other hand.

“Expedia Dual Role Person” means any individual who is an officer or director of both the Corporation and Expedia.

“Match” means Match Group, Inc., a Delaware corporation originally incorporated on July 28, 1986 under the name Silver King Broadcasting Company, Inc., and its Affiliated Companies.

“Match Dual Opportunity” means any potential transaction or matter which may be a corporate opportunity for both Match, on the one hand, and the Corporation or any of its Affiliated Companies, on the other hand.

“Match Dual Role Person” means any individual who is an officer or director of both the Corporation and Match.

“Person” means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

“Vimeo” means a corporation to be incorporated and subsequently renamed to Vimeo, Inc., and its Affiliated Companies.

“Vimeo Dual Opportunity” means any potential transaction or matter which may be a corporate opportunity for both Vimeo, on the one hand, and the Corporation or any of its Affiliated Companies, on the other hand.

“Vimeo Dual Role Person” means any individual who is an officer or director of both the Corporation and Vimeo.

D. TERMINATION

The provisions of this Article XIII shall have no further force or effect (i) with respect to Expedia Dual Role Persons or Expedia Dual Opportunities at such time as (a) the Corporation and Expedia are no longer Affiliates and (b) none of the directors and officers of Expedia serve as directors or officers of the Corporation and its Affiliated Companies, (ii) with respect to Match Dual Role Persons and Match Dual Opportunities at such time as (a) the Corporation and Match are no longer Affiliates and (b) none of the directors and officers of Match serve as directors or officers of the Corporation and its Affiliated Companies and (iii) with respect to Vimeo Dual Role Persons and Vimeo Dual Opportunities at such time as (a) the Corporation and Vimeo are no longer Affiliates and (b) none of the directors and officers of Vimeo serve as directors or officers of the Corporation and its Affiliated Companies; provided, however, that any such termination shall not terminate the effect of such provisions with respect to any agreement, arrangement or other understanding between the Corporation or an Affiliated Company thereof on the one hand, and Expedia, Match or Vimeo, on the other hand, as applicable, that was entered into before such time or any transaction entered into in the performance of such agreement, arrangement or other understanding, whether entered into before or after such time.

EIGHTH: This Certificate of Amendment shall become effective at 12:02 a.m., Eastern time, on May 25, 2021.

[signature appears on next page]

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its duly authorized officer this 24th day of May, 2021.

IAC/INTERACTIVECORP

By: /s/ Kendall Handler

Name: Kendall Handler

Title: Senior Vice President, General Counsel and Secretary

May 26, 2021

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

Ladies and Gentlemen:

This opinion is furnished in connection with the filing with the United States Securities and Exchange Commission (the "SEC") of Post-Effective Amendment No. 1 on Form S-8 to the Joint Registration Statement on Form S-4 (File No. 333-251656) filed by IAC/InterActiveCorp, a Delaware corporation (the "Registrant"), and Vimeo, Inc., a Delaware corporation (formerly known as Vimeo Holdings, Inc.), on December 23, 2020, as amended by pre-effective amendments No. 1 through 4, which the SEC declared effective on April 7, 2021 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), for the offer and sale of up to 43,843,955 shares of the common stock, par value \$0.0001 per share, of the Registrant (the "Shares"), consisting of (a) 225,458 Shares under the IAC/InterActiveCorp Retirement Savings Plan, (b) 42,987,045 Shares under the 2018 IAC/InterActiveCorp Stock and Annual Incentive Plan, the 2013 IAC/InterActiveCorp Stock and Annual Incentive Plan, the 2008 IAC/InterActiveCorp Stock and Annual Incentive Plan and the 2005 IAC/InterActiveCorp Stock and Annual Incentive Plan, 10,769,496 of which cover outstanding awards under such plans, and 32,217,549 of which remain available for issuance under such plans and (c) 631,452 Shares under the 2011 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors, the 2007 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors and the 2000 IAC/InterActiveCorp Fee Deferral Plan for Non-Employee Directors, 325,854 of which are covered by existing deferrals under such plans, and 305,598 of which remain available for issuance under such plans.

I have acted as counsel to Registrant in connection with certain matters relating to the plans under which the Shares may be issued and the registration of the Shares. I have reviewed such corporate proceedings relating thereto and have examined such records, certificates and other documents and considered such questions of law as I have deemed necessary in giving this opinion, including:

- (i) Registrant's restated Certificate of Incorporation, restated as of June 30, 2020, as amended on May 25, 2021;
- (ii) Registrant's By-laws, as amended and restated as of April 5, 2021;
- (iii) copies of the IAC/InterActiveCorp Retirement Savings Plan, 2018 IAC/InterActiveCorp Stock and Annual Incentive Plan, 2013 IAC/InterActiveCorp Stock and Annual Incentive Plan, 2011 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors, 2008 IAC/InterActiveCorp Stock and Annual Incentive Plan, 2007 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors, 2005 IAC/InterActiveCorp Stock and Annual Incentive Plan and 2000 IAC/InterActiveCorp Fee Deferral Plan for Non-Employee Directors (collectively, the "Plans"); and
- (iv) the Registration Statement.

In examining the foregoing documents, I have assumed all signatures are genuine, that all documents purporting to be originals are authentic, that all copies of documents conform to the originals, that the representations and statements included therein are accurate and that there will be no changes in applicable law between the date of this opinion and the dates on which the Shares are issued or delivered pursuant to the Registration Statement.

I have relied as to certain matters on information obtained from public officials, officers of Registrant and other sources I believe to be responsible.

Based on the foregoing, it is my opinion that the Shares will be, upon issuance and delivery pursuant to the terms and conditions of the Plans and as set forth in the Registration Statement, legally issued, fully paid and non-assessable.

Registrant 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.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the aforementioned Registration Statement and to the reference to my name under the heading "Interests of Named Experts and Counsel" in the Registration Statement and any amendments thereto. 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.

Very truly yours,

/s/ Kendall F. Handler

Kendall F. Handler
Senior Vice President, General Counsel & Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 on Form S-8 (No. 333-XXXXXX) to the Registration Statement on Form S-4 (No. 333-251656), pertaining to shares of common stock of IAC/InterActiveCorp that will be issuable under the following plans:

- IAC/InterActiveCorp 2018 Stock and Annual Incentive Plan;
- IAC/InterActiveCorp 2013 Stock and Annual Incentive Plan;
- IAC/InterActiveCorp 2008 Stock and Annual Incentive Plan;
- IAC/InterActiveCorp 2005 Stock and Annual Incentive Plan;
- IAC/InterActiveCorp Retirement Savings Plan;
- 2011 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors;
- 2007 IAC/InterActiveCorp Deferred Compensation Plan for Non-Employee Directors; and
- 2000 IAC/InterActiveCorp Fee Deferral Plan for Non-Employee Directors,

of our report dated February 17, 2021, with respect to the consolidated and combined financial statements of IAC/InterActiveCorp as of December 31, 2020 and 2019, and the combined financial statements of IAC/InterActiveCorp for each of the three years in the period ended December 31, 2020, included in the Registration Statement (Form S-4 No. 333-251656) and the related Joint Proxy Statement/Consent Solicitation Statement/Prospectus of IAC/InterActiveCorp and Vimeo Holdings, Inc. filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
May 25, 2021
