

**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): **August 25, 2008**

**IAC/InterActiveCorp**

(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.)

**555 West 18th Street, New York, NY**  
(Address of principal executive offices)

**10011**  
(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 obligation of the registrant under any of the following provisions:

- Written communication 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 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On August 13, 2008, IAC/InterActiveCorp ("IAC") sent a notice to its directors and executive officers informing them of a blackout period with respect to IAC's 401(k) plan (the "Plan") that was expected to last only three (3) consecutive business days, beginning at the close of business on August 19, 2008 and ending on the morning of August 25, 2008. Due to unforeseeable events, it is currently anticipated that trades involving IAC stock in the Plan will be suspended until Wednesday, August 27, 2008. Accordingly, on August 25, 2008, IAC sent an update notice to its directors and executive officers informing them that the blackout period with respect to the Plan is currently expected to extend until Wednesday, August 27, 2008. Until such time, IAC's directors and executive officers will be subject to blackout restrictions with respect to transactions in IAC common stock and related equity securities. This blackout period has been implemented in connection with IAC's spin-offs of HSN, Inc., Interval Leisure Group, Inc, Ticketmaster, and Tree.com, Inc. (the "Spin-offs") and a reverse stock split of IAC common stock, all of which were completed on Wednesday, August 20, 2008. In order to administer the Spin-offs and the reverse stock split, access to IAC common stock held in accounts under the Plan must be suspended for the blackout period, during which time participants in the Plan will be unable to engage in certain transactions involving IAC common stock held in their Plan accounts, including exchange, distribution and loan transactions.

A copy of the initial blackout notice to IAC's directors and executive officers is attached hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of the second blackout notice to IAC's directors and executive officers is attached hereto as Exhibit 99.2 and is incorporated herein by reference. During the blackout period and for a period of two years after the ending date of the blackout period, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the blackout period by contacting David Birnbaum, at IAC/InterActiveCorp, 555 West 18th Street, New York, NY, or at (212) 314-7244, to whom all inquiries regarding the blackout period should be directed.

**ITEM 9.01. Financial Statements and Exhibits.**

(d)

**Exhibits to this Form 8-K**

<u>Exhibit No.</u>	<u>Description</u>
99.1	First Notice Concerning Limitations on Trading in IAC/InterActiveCorp Common Stock
99.2	Second Notice Concerning Limitations on Trading in IAC/InterActiveCorp Common Stock

---

**SIGNATURE**

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 hereunto duly authorized.

IAC/INTERACTIVECORP

/s/ Gregory R. Blatt

Name: Gregory R. Blatt

Title: EVP & General Counsel

Date: August 25, 2008

3

---

**EXHIBIT INDEX****Exhibits to this Form 8-K**

<u>Exhibit No.</u>	<u>Description</u>
99.1	First Notice Concerning Limitations on Trading in IAC/InterActiveCorp Common Stock
99.2	Second Notice Concerning Limitations on Trading in IAC/InterActiveCorp Common Stock

4

---

**Important Notice Concerning Limitations on Your  
Trading in IAC/InterActiveCorp Stock During 401(k) Blackout Period**

August 13, 2008

To: Directors and Executive Officers of IAC/InterActiveCorp

In connection with the spin-offs of HSN, Inc., Interval Leisure Group, Inc., Ticketmaster, and Tree.com, Inc. (the "Spin-offs") and the reverse stock split of the common stock of IAC/InterActiveCorp ("IAC"), a short "blackout period" will be imposed under IAC's 401(k) plan. During the blackout period, participants in the 401(k) plan will be temporarily unable to effect certain transactions under the 401(k) plan, including making investment exchanges into or out of, or taking distributions or loans of money invested in, IAC common stock under the 401(k) plan. **The Sarbanes-Oxley Act of 2002 and SEC regulations require that IAC's directors and executive officers generally be prohibited from engaging in most transactions involving IAC equity securities (including options and other derivatives based on IAC stock) during this blackout period.**

The blackout period for the 401(k) plan is currently expected to last only three (3) consecutive business days, beginning at the close of business on August 19, 2008 and ending on morning of August 25, 2008. You can confirm the status of the blackout period by contacting me at (212) 314-7230, or at joanne.hawkins@iac.com.

Generally, during the blackout period, you are prohibited from directly or indirectly purchasing, selling or otherwise transferring any equity security of IAC that you acquired in connection with your service as a director or executive officer. "Equity securities" are defined broadly to include options and other derivatives. Covered transactions are not limited to those involving your direct ownership, but include any transaction relating to IAC equity securities in which you have a pecuniary interest. Dispositions of equity securities of IAC in connection with the Spin-offs are excluded from the trading restrictions. Securities acquired outside of an individual's service as a director or executive officer (such as shares acquired when the person was an employee but not yet an executive officer or shares acquired before a person became an IAC director) are not covered. However, if you hold both covered shares and non-covered shares, any shares that you sell will be presumed to come first from the covered shares unless you can identify the source of the sold shares and show that you use the same identification for all related purposes (such as tax reporting and disclosure requirements).

The following are examples of transactions that you may not engage in during the blackout period:

- Exercising stock options granted to you in connection with your service as a director or executive officer
- Selling IAC stock that you acquired by exercising options

- 
- Selling IAC stock that you originally received as a restricted stock grant

If you engage in a transaction that violates these rules and the blackout period is subject to the requirements of the Sarbanes-Oxley Act, you can be required to disgorge your profits from the transaction, and you are subject to civil and criminal penalties.

**The rules summarized above are complex and the criminal and civil penalties that could be imposed upon directors and executive officers who violate them could be severe.**

**Therefore, please contact me (at 212-314-7230 or joanne.hawkins@iac.com) before engaging in any transaction involving IAC stock or derivatives based on IAC stock during the blackout period, or if you believe that any such transaction in which you have a pecuniary interest may occur during the blackout period.**

---

**IMPORTANT UPDATE**  
**Limitations on Your**  
**Trading in IAC/InterActiveCorp Stock During 401(k) "Blackout Period"**

August 25, 2008

To: Directors and Executive Officers of IAC/InterActiveCorp

I want to update you regarding the short "blackout period" that has been imposed under IAC's 401(k) plan (the "IAC/InterActiveCorp Retirement Savings Plan") in connection with the spin-offs of HSN, Inc., Interval Leisure Group, Inc, Ticketmaster, and Tree.com, Inc. (the "Spin-offs") and the reverse stock split of the common stock of IAC/InterActiveCorp ("IAC"). During the "blackout period," participants in the 401(k) plan are temporarily unable to effect certain transactions under the 401(k) plan, including making investment exchanges into or out of, or taking distributions or loans of money invested in, IAC common stock under the 401(k) plan.

The "blackout period" for the 401(k) plan was expected to last only three (3) consecutive business days and end on the morning of August 25, 2008; however, it now is expected to end on the morning of August 27, 2008. Accordingly, we are extending the "blackout period" applicable to directors and executive officers for the same period and you will be prohibited from engaging in most transactions involving IAC equity securities (including options and other derivatives based on IAC stock) during this "blackout period."

The extension of the "blackout" merely means that the prohibition affecting the directors and executive officers will also be extended until the morning of August 27, 2009. You can confirm the status of the "blackout period" by contacting me at (212) 314-7230 or at joanne.hawkins@iac.com.

Generally, during the "blackout period," you are prohibited from directly or indirectly purchasing, selling or otherwise transferring any equity security of IAC that you acquired in connection with your service as a director or executive officer. "Equity securities" are defined broadly to include options and other derivatives. Covered transactions are not limited to those involving your direct ownership, but include any transaction relating to IAC equity securities in which you have a pecuniary interest. Dispositions of equity securities of IAC in connection with the Spin-offs are excluded from the trading restrictions. Securities acquired outside of an individual's service as a director or executive officer (such as shares acquired when the person was an employee but not yet an executive officer or shares acquired before a person became an IAC director) are not covered. However, if you hold both covered shares and non-covered shares, any shares that you sell will be presumed to come first from the covered shares unless you can identify the source of the sold shares and show that you use the same identification for all related purposes (such as tax reporting and disclosure requirements).

The following are examples of transactions that you may not engage in during the "blackout period:"

- 
- Exercising stock options granted to you in connection with your service as a director or executive officer
  - Selling IAC stock that you acquired by exercising options
  - Selling IAC stock that you originally received as a restricted stock grant

If you engage in a transaction that violates these rules and the "blackout period" is subject to the requirements of the Sarbanes-Oxley Act, you can be required to disgorge your profits from the transaction, and you are subject to civil and criminal penalties.

The rules summarized above are complex and the criminal and civil penalties that could be imposed upon directors and executive officers who violate them could be severe.

Therefore, please contact me (at 212-314-7230 or joanne.hawkins@iac.com) before engaging in any transaction involving IAC stock or derivatives based on IAC stock during the "blackout period," or if you believe that any such transaction in which you have a pecuniary interest may occur during the blackout period.

---