

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 8, 2003

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.)
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152 West 57th Street, New York, NY (Address of principal executive offices)	10019 (Zip Code)
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Registrant's telephone number, including area code:
(212) 314-7300

N/A
(Former Name or Former Address, if Changed Since Last Report)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On August 8, 2003, InterActiveCorp ("IAC"), formerly USA Interactive, completed its acquisition of the outstanding shares of Expedia, Inc. ("Expedia") common stock that it did not already own through the merger of a wholly owned subsidiary of IAC with Expedia, with Expedia surviving as a wholly owned subsidiary of IAC. In the merger, each outstanding share of Expedia common stock was converted into the right to receive 1.93875 shares of IAC common stock, and each outstanding Expedia shareholder warrant and Expedia employee warrant, both to acquire one share of Expedia common stock, were converted into IAC warrants to acquire 1.93875 shares of IAC common stock. Please see the full text of the Company's press release, filed as Exhibit 99.1 hereto, which is incorporated herein by reference.

IAC filed a registration statement on Form S-4 (file no. 333-104973), as amended, registering under the Securities Act of 1933, as amended, the shares of IAC common stock, IAC warrants and IAC common stock underlying the IAC warrants issued in the Expedia transaction. The registration statement contains additional information about the transaction.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL
INFORMATION AND EXHIBITS

(c) Exhibits.

99.1 Press Release dated August 8, 2003.

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.

INTERACTIVECORP

By: /s/ Dara Khosrowshahi

Name: Dara Khosrowshahi
Title: Executive Vice President and
Chief Financial Officer

Date: August 8, 2003

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release dated August 8, 2003.

FOR IMMEDIATE RELEASE

IAC COMPLETES ACQUISITION OF EXPEDIA, INC.

NEW YORK, NEW YORK - AUGUST 8, 2003 - IAC/InterActiveCorp (Nasdaq: IACI) today announced the successful completion of its acquisition of the outstanding shares of Expedia, Inc. that it did not already own through the merger of a wholly owned subsidiary of IAC with and into Expedia. Expedia will continue operations as a wholly owned operating business of IAC. The acquisition became effective as of the close of market today.

In connection with the acquisition, each share of Expedia common stock was converted into 1.93875 shares of IAC common stock, each publicly traded Expedia warrant to purchase one share of Expedia common stock was converted into an IAC warrant to purchase 1.93875 shares of IAC common stock, and outstanding options to purchase Expedia common stock were converted into options to purchase IAC common stock. In the transaction, IAC issued to Expedia's public shareholders approximately 100.8 million basic shares of IAC common stock and 133.3 million shares on a fully diluted, treasury method basis.

Shares of Expedia common stock and warrants to purchase one share of Expedia common stock, which prior to the merger traded on the Nasdaq National Market under the symbols EXPE and EXPEW, respectively, were delisted from trading as of the close of the market today. Warrants to purchase 1.93875 shares of IAC common stock issued in connection with the acquisition will commence trading on the Nasdaq National Market under the ticker symbol IACIZ as of the market opening on Monday, August 11, 2003.

ABOUT EXPEDIA, INC.

Expedia, Inc. is the world's leading online travel service and the fourth largest travel agency in the U.S. Expedia's award-winning Expert Searching and Pricing (ESP) technology delivers the most comprehensive flight options available online. ESP also allows customers to dynamically build complete trips that combine flights, Expedia(R) Special Rate hotels and other lodging, ground transportation, and destination activities. Expedia operates Classic Custom Vacations(R), a leading wholesaler of premiere vacation packages to destinations such as Hawaii, Mexico, Europe and the Caribbean; and Metropolitan Travel, a corporate travel agency. Expedia, Inc.'s wholly owned subsidiary, Travelscape, Inc., operates WWTE(tm), bringing complementary cross-sell and dynamic packaging booking functionality to third parties on a private-label basis. Expedia is a wholly owned operating business of IAC/InterActiveCorp (NASDAQ: IACI).

ABOUT IAC/INTERACTIVECORP

IAC/InterActiveCorp (Nasdaq: IACI), formerly USA Interactive, is comprised of the following operating businesses: Expedia, Inc., which oversees Interval International and TV Travel Shop; Hotels.com; HSN; Ticketmaster, which oversees Evite and ReserveAmerica; Match.com, which oversees uDate.com; Entertainment Publications; Citysearch; and Precision Response Corporation. IAC has also entered into an agreement to acquire LendingTree (Nasdaq: TREE), which is expected to be completed in the third quarter of 2003. The goal of the Company is to be the world's largest and most profitable interactive commerce company by pursuing a multi-brand strategy.

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Contacts:

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