

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>WINIARSKI GREGG</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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>IAC/INTERACTIVECORP [ IAC ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>EVP and GC</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/27/2019</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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 \$0.001 <sup>(1)</sup>	08/27/2019		M <sup>(1)</sup>		175,000	A	\$45.78	206,342	D	
Common Stock, par value \$0.001 <sup>(2)</sup>	08/27/2019		F <sup>(2)</sup>		101,591	D	\$253.51	104,751	D	
Common Stock, par value \$0.001	08/27/2019		S		2,488	D	\$252.42 <sup>(3)</sup>	102,263	D	
Common Stock, par value \$0.001	08/27/2019		S		57,728	D	\$253.22 <sup>(4)</sup>	44,535	D	
Common Stock, par value \$0.001	08/27/2019		S		5,836	D	\$254.15 <sup>(5)</sup>	38,699	D	
Common Stock, par value \$0.001	08/27/2019		S		1,547	D	\$255.45 <sup>(6)</sup>	37,152	D	
Common Stock, par value \$0.001	08/27/2019		S		4,322	D	\$256.51 <sup>(7)</sup>	32,830	D	
Common Stock, par value \$0.001	08/27/2019		S		682	D	\$257.29 <sup>(8)</sup>	32,148	D	
Common Stock, par value \$0.001	08/28/2019		S		806	D	\$253	31,342	D	

**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					
Options to Purchase Common Stock, par value \$0.001 <sup>(9)</sup>	\$45.78	08/27/2019		M			175,000	02/02/2016 <sup>(9)</sup>	02/02/2022 <sup>(9)</sup>	IAC common stock, par value \$0.001	\$0	0	D	

**Explanation of Responses:**

- Represents shares of IAC common stock acquired upon the exercise of stock options (see footnote 9).
- Represent shares of IAC common stock withheld to cover exercise price and tax obligations in connection with the exercise of stock options (see footnote 9).
- The price reflects a weighted average sales price ranging from \$251.91 to \$252.90. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, IAC or an IAC security holder, information regarding the number of shares sold at each separate price.
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- The price reflects a weighted average sales price ranging from \$256.00 to \$256.94. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, IAC or an IAC security holder, information regarding the number of shares sold at each separate price.
- The price reflects a weighted average sales price ranging from \$257.06 to \$257.47. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, IAC or an IAC security holder, information regarding the number of shares sold at each separate price.
- Represents fully vested stock options that vested in four equal installments on the anniversary of the grant date (February 2, 2012).

Tanya M. Stanich as Attorney-in-Fact for Gregg Winiarski 08/29/2019

\*\* 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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