

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <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)	2. Issuer Name and Ticker or Trading Symbol <u>IAC/INTERACTIVECORP [ IACI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2013</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 \$0.001 <sup>(1)</sup>	11/13/2013		M <sup>(1)</sup>		15,000	A	\$16.19	36,372	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	11/13/2013		M <sup>(1)</sup>		25,000	A	\$16.28	61,372	D	
Common Stock, par value \$0.001	11/13/2013		S		40,000	D	\$57.37 <sup>(2)</sup>	21,372	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						Amount or Number of Shares
Options to purchase Common Stock, par value \$0.001 <sup>(3)</sup>	\$16.19	11/13/2013		M		15,000		02/19/2010 <sup>(3)</sup>	04/20/2019 <sup>(3)</sup>	Common Stock, par value \$0.001	15,000	\$0	0	D	
Options to purchase Common Stock, par value \$0.001 <sup>(4)</sup>	\$16.28	11/13/2013		M		25,000		12/17/2009 <sup>(4)</sup>	12/17/2018 <sup>(4)</sup>	Common Stock, par value \$0.001	25,000	\$0	50,000	D	

**Explanation of Responses:**

- Represents shares of IAC common stock acquired upon the exercise of stock options (see footnotes 3 and 4 below).
- The price reflects a weighted average of sales made at prices ranging from \$57.33 to \$57.40. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp, or a security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.
- Represents stock options that vested in equal annual installments (25%) on February 19, 2010, 2011, 2012 and 2013.
- Represents stock options that vested in equal annual installments (25%) on December 17, 2009, 2010, 2011 and 2012.

Tanya M. Stanich as Attorney-in-Fact for Gregg Winiarski 11/15/2013

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.