

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): **March 31, 2020**

MATCH GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37636
(Commission
File Number)

26-4278917
(IRS Employer
Identification No.)

8750 North Central Expressway, Suite 1400
Dallas, TX 75231
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(214) 576-9352**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of exchange on which registered |
|---------------------------------|-----------------------|--|
| Common Stock, par value \$0.001 | MTCH | The Nasdaq Stock Market LLC (Nasdaq Global Select Market) |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On March 31, 2020, Match Group, Inc. (“Match Group”) announced an update on the impact of COVID-19 on Match Group’s business. The full text of the update, which is posted on the “Newsroom” section of Match Group’s website at <https://newsroom.mtch.com> and appears in Exhibit 99.1 hereto, is incorporated herein by reference.

No Offer or Solicitation / Additional Information and Where To Find It

This communication is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

This communication is being made in respect of a proposed transaction involving IAC, IAC Holdings, Inc. (“New IAC”) and Match Group. In connection with the proposed transaction, IAC and New IAC have filed with the Securities and Exchange Commission (the “SEC”) a joint registration statement on Form S-4 (the “Form S-4”) that includes a preliminary joint proxy statement of IAC and Match Group, and IAC, New IAC and Match Group may file one or more other documents with the SEC. The information in the preliminary joint proxy statement/prospectus is not complete and may be changed. The Form S-4 has not yet become effective. After the Form S-4 is declared effective by the SEC, each of IAC and Match Group will deliver the definitive joint proxy statement to their shareholders as required by applicable law. This communication is not a substitute for any proxy statement or any other document that may be filed with the SEC in connection with the proposed transaction.

INVESTORS AND SECURITY HOLDERS OF IAC AND MATCH GROUP ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain these materials (when they are available) and other documents filed with the SEC free of charge at the SEC’s website, www.sec.gov. Copies of documents filed with the SEC by IAC (when they become available) may be obtained free of charge on IAC’s website at www.iac.com. Copies of documents filed with the SEC by Match Group (when they become available) may also be obtained free of charge on Match Group’s website at www.mtch.com.

Participants in the Solicitation

IAC and Match Group and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from their respective shareholders in favor of the proposed transaction under the rules of the SEC. Information about IAC’s directors and executive officers is available in IAC’s Annual Report on Form 10-K for the year ended December 31, 2019, which was filed with the SEC on February 28, 2020, and IAC’s definitive proxy statement for its 2019 annual meeting of shareholders, which was filed with the SEC on April 30, 2019. Information about Match Group’s directors and executive officers is available in Match Group’s Annual Report on Form 10-K for the year ended December 31, 2018, which was filed with the SEC on February 28, 2019 and Match Group’s definitive proxy statement for its 2019 annual meeting of shareholders, which was filed with the SEC on

April 30, 2019. Additional information regarding participants in the proxy solicitations and a description of their direct and indirect interests will be included in the proxy statement/prospectus and the other relevant documents filed with the SEC when they become available.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|---|
| 99.1 | Match Group, Inc. Business Update, dated March 31, 2020 |
| 104 | Inline XBRL for the cover page of this Current Report on Form 8-K |

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.

MATCH GROUP, INC.

By: /s/ Gary Swidler

Gary Swidler

Chief Financial Officer and Chief Operating Officer

Date: March 31, 2020



A Message Regarding the Impact of COVID-19 on Dating and on Our Business

Hello Everyone,

I hope that this note finds you all healthy and well. This pandemic and resulting isolation has reminded us of the deep need for human connections, people's adaptability and their willingness to use the tools and technology at hand to stay connected. Users across the world are turning to our products to maintain connections, reduce loneliness and boredom and check on people in faraway places. As we enter our third week of working from home in nearly all of our offices, I thought you'd appreciate a broader view into some of the trends we're seeing across our portfolio and around the globe.

Existing users, particularly under age 30, are increasingly turning to our products to cope and connect.

On Tinder, there's been an increase in the number of conversations that people are having, along with the length of these conversations, which are up anywhere from 10-30% since the outbreaks started in many countries. Many Tinder users have been using our Passport feature, which allows them to connect with others around the world. We heard from some users that they were Passporting into regions hardest hit by the pandemic to get insights about the on-the-ground situation first-hand, to listen, and to offer emotional support. As we've witnessed users' reliance on this feature, we've made it free to all users. When U.S. colleges closed and students were sent home, we modified our Tinder U experience to ensure they could stay tapped into campus life and continue to match with other college users, despite being home.

Similarly, Hinge has seen a 30% increase in messages in March compared to January and February. Hinge has very quickly rolled out a "Dating from Home" prompt and is planning to roll out a "Date Ready" feature, which will prompt users to coordinate a live video date when there is mutual interest.

New users, especially over the age of 30, have been less inclined to sign up for our products.

While we have seen increases in engagement trends among younger users, we are seeing fewer new users joining our products. This impact is most pronounced among users over the age of 30 and varies by region, depending on the level of COVID-19 containment. In markets in Asia where containment has gone well, such as Japan and South Korea, our business has largely remained intact. In markets where containment efforts have been less successful and COVID-19 cases have meaningfully increased, new users signing up and the propensity to pay generally, have declined. In Europe, we've seen new subscriber declines of around 5% in aggregate since the crisis began, but in countries severely impacted by COVID-19, like Italy and Spain, we have seen more significant declines.

In the U.S., the impact also depends on the level of cases in the region and varies by brand. For example, Tinder in New York State has seen low double-digit declines in new subscribers since the outbreak accelerated, but much of the rest of the country has held up much better. States like California and Washington that also initially saw declines are showing some improvement over the past few days.

Given the impacts of the virus, which began in February, we expect our Q1 results to be around the low end of the ranges we previously shared publicly. Predicting the rest of the year at this point is premature given the uncertain overall impacts of the virus. We expect the virus's impact may make it challenging to grow revenue from Q1 to Q2 this year, although we currently believe we will have year-over-year Q2 revenue growth. We hope to provide a better sense of Q2 expectations and our outlook for the year on our next public earnings call, along with an overall business update.

Pivoting and Planning

We have a strong global business and a team that can adapt quickly. Right now, we're moving quickly to expand our video capabilities.

We've accelerated the rollouts of live streaming video on Plenty of Fish and on Twoo, which has a more global user base. This allows our users to connect with, and form, virtual communities around live video. The take rates of live streaming so far have exceeded our expectations, and we're looking forward to Plenty of Fish making live streaming available internationally in April.

As nearly every aspect of our lives is now conducted via video, singles are also becoming increasingly comfortable with video dates, and we are integrating video chat into our apps. We have offered video chat features in the past and seen low usage, but we think this time user behavior is likely to change more permanently. Our Match brand expects to have 1:1 video chat rolled out in early April, and other brands are following. Match is also making dating advice more available to its users and launched a special “Dating while Distancing” service that includes free access to dating experts.

As a result of the virus, we’ve delayed several product feature and press launches, including the international launch of Swipe Night on Tinder. With the Olympic Games now moving to 2021, we’re also postponing a number of marketing campaigns we’d planned around the Games. As we are pivoting the roadmaps to meet the needs of the times, some of the timing of our previously planned initiatives will likely be delayed. The marketing landscape is also changing: while out of home, cinema and rush hour radio are no longer effective mediums, we see television and digital platforms with increased impressions becoming more attractive. We are quickly adjusting to these changing dynamics. Overall, we expect to thoughtfully reduce some expenses including marketing spend to help offset declines in revenues.

We continue to make strides toward our separation from IAC. We still expect the separation to close sometime in Q2, though timing could be impacted by the current pandemic.

While much is uncertain about these times, there are a few things that are true about our category and products. We are fortunate our operations were able to pivot to remote working and our employees are all productively engaged. Our business continues to provide valuable services during these times of social recession and hope for when this is behind us. Once we are on the other side of this, we fortunately won’t have to deal with the lags in recovery so many other businesses with complex supply chains and marketplaces with different supply and demand dynamics will have to contend with. We are financially strong, generate significant cash flow and have low capital expenditures.

This pandemic has reminded everyone of the deep importance of human connections and relationships. The sadness we all feel without the ability to

connect with people and see them in real life is profound. For 25 years, we've been in the business of creating meaningful connections for people. As the world returns to normal--which it will--we will be there to continue to help people find dates, relationships and love.

Stay safe and all the best,

Shar Dubey

Chief Executive Officer

Cautionary Statement Regarding Forward-Looking Information

This announcement may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements that are not historical facts are "forward-looking statements." The use of words such as "anticipates," "estimates," "expects," "plans" and "believes," among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: Match Group's future financial performance, Match Group's business prospects and strategy, anticipated trends, the completion of the separation of Match Group from IAC/InterActiveCorp, and other similar matters. These forward-looking statements are based on management's current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others: competition, our ability to maintain user rates on our higher monetizing dating products, our ability to attract users to our dating products through cost-effective marketing and related efforts, foreign currency exchange rate fluctuations, our ability to distribute our dating products through third parties and offset related fees, the integrity and scalability of our systems and infrastructure (and those of third parties) and our ability to adapt ours to changes in a timely and cost-effective manner, our ability to protect our systems from cyberattacks and to protect personal and confidential user information, risks relating to certain of our international operations and acquisitions, certain risks relating to our relationship with IAC, the impact of the outbreak of COVID-19 coronavirus, and the risks inherent in separating Match Group from IAC, including uncertainties related to, among other things, the costs and expected benefits of

the proposed transaction, the calculation of, and factors that may impact the calculation of, the exchange ratio at which shares of IAC capital stock will be converted into the right to receive new shares of the post-separation Match Group in connection with the transaction, the expected timing of the transaction or whether it will be completed, whether the conditions to the transaction can be satisfied, the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction agreement (including the failure to receive any required approvals from the stockholders of IAC and Match Group or any required regulatory approvals), any litigation arising out of or relating to the proposed transaction, the expected tax treatment of the transaction, and the impact of the transaction on the businesses of IAC and Match Group. Certain of these and other risks and uncertainties are discussed in Match Group's filings with the Securities and Exchange Commission. Other unknown or unpredictable factors that could also adversely affect Match Group's business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, these forward-looking statements may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of Match Group management as of the date of this announcement. Match Group does not undertake to update these forward-looking statements.