

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

|                          |           |
|--------------------------|-----------|
| <b>OMB APPROVAL</b>      |           |
| OMB Number:              | 3235-0287 |
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| hours per response:      | 0.5       |

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*<br><b>KAUFMAN VICTOR</b><br><br>(Last) (First) (Middle)<br><b>C/O IAC/INTERACTIVECORP</b><br><b>555 WEST 18TH STREET</b><br><br>(Street)<br><b>NEW YORK NY 10011</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>IAC/INTERACTIVECORP [ IACI ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Vice Chairman</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/03/2012</b>              |  |
| 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> | 02/03/2012                           |  | M <sup>(1)</sup>               |   | 104,876   | A          | \$20.07                | 185,074   | D  |   |
| Common Stock, par value \$0.001                | 02/03/2012                           |  | S                              |   | 104,876   | D          | \$45.98 <sup>(2)</sup> | 80,198  | D  |   |
| Common Stock, par value \$0.001 <sup>(1)</sup> | 02/06/2012                           |  | M <sup>(1)</sup>               |   | 38,352  | A          | \$20.07                | 118,550   | D  |   |
| Common Stock, par value \$0.001                | 02/06/2012                           |  | S                              |   | 38,352  | D          | \$45.44 <sup>(2)</sup> | 80,198  | D  |   |
| Common Stock, par value \$0.001 <sup>(3)</sup> | 02/06/2012                           |  | M <sup>(3)</sup>               |   | 125,000   | A          | \$16.28                | 205,198   | D  |   |
| Common Stock, par value \$0.001                | 02/06/2012                           |  | S                              |   | 125,000   | D          | \$45.44 <sup>(4)</sup> | 80,198  | 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           | Title   | Amount or Number of Shares |  |  |   |  |
| Options to purchase Common Stock, par value \$0.001 <sup>(5)</sup> | \$20.07  | 02/03/2012                           |  | M                              |   |  | 104,876 | 01/31/2009 <sup>(5)</sup>                                | 01/31/2018 <sup>(5)</sup> | Common Stock, par value \$0.001   | 104,876                    | \$0  | 86,096   | D   |  |
| Options to purchase Common Stock, par value \$0.001 <sup>(5)</sup> | \$20.07  | 02/06/2012                           |  | M                              |   |  | 38,352  | 01/31/2009 <sup>(5)</sup>                                | 01/31/2018 <sup>(5)</sup> | Common Stock, par value \$0.001   | 38,352                     | \$0  | 47,744   | D   |  |
| Options to purchase Common Stock, par value \$0.001 <sup>(6)</sup> | \$16.28  | 02/06/2012                           |  | M                              |   |  | 125,000 | 12/17/2009 <sup>(6)</sup>                                | 12/17/2018 <sup>(6)</sup> | Common Stock, par value \$0.001   | 125,000                    | \$0  | 125,000  | D   |  |

**Explanation of Responses:**

- Represents shares of IAC common stock acquired upon the exercise of stock options (see footnote 5 below).
- The price reflects a weighted average of sales made at prices ranging from \$45.75 to \$46.24. 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 shares of IAC common stock acquired upon the exercise of stock options (see footnote 6 below).
- The price reflects a weighted average of sales made at prices ranging from \$45.20 to \$45.65. 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 vest in four equal annual installments (25%) on January 31, 2009, January 31, 2010, January 31, 2011 and January 31, 2012.
- Represents stock options that vest in four equal annual installments (25%) on December 17, 2009, December 17, 2010, December 17, 2011 and December 17, 2012.

Joanne Hawkins as Attorney-in-Fact for Victor Kaufman 02/07/2012

\*\* 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.

