

**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): **December 8, 2008**

IAC/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.)

555 West 18th Street, New York, NY
(Address of principal executive offices)

10011
(Zip Code)

Registrant's telephone number, including area code: **(212) 314-7300**

(Former name or former address, if changed since last report)

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:

- 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))

Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On December 8, 2008, IAC/InterActiveCorp ("IAC") sent a notice to its directors and executive officers informing them of a blackout period with respect to IAC's 401(k) plan (the "Plan"). This blackout period, which is being implemented in connection with the changing of trustees and recordkeepers for the Plan, is currently expected to last from the close of business on December 23, 2008 until the week of January 12, 2009. During this blackout period, (i) IAC's directors and executive officers will be subject to restrictions with respect to transactions in IAC common stock and related equity securities and (ii) Plan participants will be unable to engage in certain transactions involving IAC common stock held in their Plan accounts, including exchange, distribution and loan transactions.

A copy of the blackout notice to IAC's directors and executive officers is attached hereto as Exhibit 99.1 and is incorporated herein by reference. During the blackout period and for a period of two years after the ending date of the blackout period, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the blackout period by contacting David Birnbaum, at IAC/InterActiveCorp, 555 West 18th Street, New York, NY, or at (212) 314-7244, to whom all inquiries regarding the blackout period should be directed.

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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 hereunto duly authorized.

IAC/INTERACTIVECORP

By: /s/ Gregory R. Blatt
Name: Gregory R. Blatt
Title: Executive Vice President and

Date: December 8, 2008

**Important Notice Concerning Limitations on Your
Trading in IAC/InterActiveCorp Stock During 401(k) Blackout Period**

December 8, 2008

To: Directors and Executive Officers of IAC/InterActiveCorp

In connection with changing trustees and recordkeepers for the IAC/InterActiveCorp Retirement Savings Plan (the "Plan"), a "blackout period" will be imposed under Plan. During the blackout period, participants in the 401(k) plan will be temporarily unable to effect certain transactions under the 401(k) plan, including making investment exchanges into or out of, or taking distributions or loans of money invested in, common stock under the 401(k) plan. The Sarbanes-Oxley Act of 2002 and SEC regulations require that IAC's directors and executive officers generally be prohibited from engaging in most transactions involving IAC equity securities (including options and other derivatives based on IAC stock) during this blackout period.

The blackout period for the 401(k) plan is currently expected to last from the close of business on December 23, 2008 until the week of January 12, 2009. You can confirm the status of the blackout period by contacting me at (212) 314-7230, or at joanne.hawkins@iac.com.

Generally, during the blackout period, you are prohibited from directly or indirectly purchasing, selling or otherwise transferring any equity security of IAC that you acquired in connection with your service as a director or executive officer. "Equity securities" are defined broadly to include options and other derivatives. Covered transactions are not limited to those involving your direct ownership, but include any transaction relating to IAC equity securities in which you have a pecuniary interest. Dispositions of equity securities of IAC in connection with the Spin-offs are excluded from the trading restrictions. Securities acquired outside of an individual's service as a director or executive officer (such as shares acquired when the person was an employee but not yet an executive officer or shares acquired before a person became an IAC director) are not covered. However, if you hold both covered shares and non-covered shares, any shares that you sell will be presumed to come first from the covered shares unless you can identify the source of the sold shares and show that you use the same identification for all related purposes (such as tax reporting and disclosure requirements).

The following are examples of transactions that you may not engage in during the blackout period:

- Exercising stock options granted to you in connection with your service as a director or executive officer
- Selling IAC stock that you acquired by exercising options
- Selling IAC stock that you originally received as a restricted stock grant

If you engage in a transaction that violates these rules and the blackout period is subject to the requirements of the Sarbanes-Oxley Act, you can be required to disgorge your profits from the transaction, and you are subject to civil and criminal penalties.

The rules summarized above are complex and the criminal and civil penalties that could be imposed upon directors and executive officers who violate them could be severe.

Therefore, please contact me (at 212-314-7230 or joanne.hawkins@iac.com) before engaging in any transaction involving IAC stock or derivatives based on IAC stock during the blackout period, or if you believe that any such transaction in which you have a pecuniary interest may occur during the blackout period.
