

**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): **July 15, 2005**

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.)

152 West 57th Street, New York, NY
(Address of principal executive offices)

10019
(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 July 15, 2005, IAC/InterActiveCorp (the "Company") sent a notice to its directors and executive officers informing them of a temporary suspension of transactions by directors and executive officers involving Company equity securities as well as a blackout period that will be imposed on all transactions involving the Company common stock fund under the Company's 401(k) plans (the "401(k) Plan") as a result of the Company's pending reverse stock split and spin-off transaction. The notice stated that the blackout period for the 401(k) Plan is expected to begin during the calendar week of August 7, 2005 and end on the date that is approximately one week after the blackout period begins. A copy of the notice dated July 15, 2005, which was provided to the Company's directors and executive officers in accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR, is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.04.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

EXHIBIT NO.	DESCRIPTION
99.1	Notice of Blackout Period to Directors and Executive Officers of IAC/InterActiveCorp, dated July 15, 2005

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 thereunto duly authorized.

IAC/INTERACTIVECORP

By: /s/ Gregory R. Blatt

Name: Gregory R. Blatt
Title: Executive Vice President and
General Counsel

Date: July 18, 2005

3

EXHIBIT INDEX

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99.1	Notice of Blackout Period to Directors and Executive Officers of IAC/InterActiveCorp, dated July 15, 2005.

4

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

July 15, 2005

To: Directors and Executive Officers of IAC/InterActiveCorp

From: Joanne Hawkins, Vice President and Associate General Counsel

1. In connection with the reverse stock split of the common stock of IAC/InterActiveCorp (“IAC” or the “Company”) and the spin-off of Expedia, Inc. (the “Spin-off”), a “blackout period” will be imposed on transactions involving the IAC common stock fund under the Company’s 401(k) plan. Specifically, during the blackout period, participants in the 401(k) plan will be temporarily unable to make exchanges into or out of, or take distributions or loans of money invested in, the IAC common stock fund under the 401(k) plan. **Under the 2002 Sarbanes-Oxley law, the Company’s directors and executive officers will generally be prohibited from engaging in transactions involving Company equity securities (including options and other derivatives based on Company stock) during this blackout period in addition to otherwise complying with the Company’s securities trading policy.**
 2. The blackout period for the 401(k) plan is expected to begin during the calendar week beginning on August 7, 2005 and end on the date that is up to approximately one week after the blackout period begins. You can confirm the status of the blackout period by contacting me at (212) 314-7230, or joanne.hawkins@iac.com.
 3. Generally, during the blackout period, you are prohibited from directly or indirectly purchasing, selling or otherwise transferring any equity security of the Company that you acquired in connection with your service as a director or an 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 Company equity securities in which you have a pecuniary interest. Dispositions of equity securities of the Company in connection with the Spin-off 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) 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).
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4. 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 Company stock that you acquired by exercising options
 - Selling Company stock that you originally received as a restricted stock grant
 5. If you engage in a transaction that violates these rules, 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.

We therefore request that you contact Joanne Hawkins, (212) 314-7230, joanne.hawkins@iac.com before engaging in any transaction involving Company stock or derivatives based on Company 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.