

**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 28, 2015**

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 2.02 Results of Operations and Financial Condition.
Item 7.01 Regulation FD Disclosure.

On July 28, 2015, the Registrant issued a press release announcing its results for the quarter ended June 30, 2015. The full text of the press release, appearing in Exhibit 99.1 hereto, is incorporated herein by reference.

Prepared remarks by the Registrant's management for the quarter ended June 30, 2015 and forward-looking statements, appearing in Exhibit 99.2 hereto and as posted on the "Investors" section of the Registrant's website (www.iac.com) on July 28, 2015, are incorporated herein by reference.

Exhibits 99.1 and 99.2 are being furnished under both Item 2.02 "Results of Operations and Financial Condition" and Item 7.01 "Regulation FD Disclosure."

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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/ Gregg Winiarski
Name: Gregg Winiarski
Title: Executive Vice President,
General Counsel and Secretary

Date: July 28, 2015

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of IAC/InterActiveCorp, dated July 28, 2015.
99.2	Prepared Remarks by IAC/InterActiveCorp Management, dated July 28, 2015.



IAC REPORTS Q2 2015 RESULTS

NEW YORK— July 28, 2015—IAC (NASDAQ: IACI) released second quarter 2015 results today and published management's prepared remarks on the Investors section of its website at www.iac.com/Investors.

SUMMARY RESULTS

(\$ in millions except per share amounts)

	Q2 2015	Q2 2014	Growth
Revenue	\$ 771.1	\$ 756.3	2%
Adjusted EBITDA	108.7	141.4	-23%
Adjusted Net Income	74.6	3.2	2246%
Adjusted EPS	0.85	0.04	2287%
Operating Income	62.8	95.7	-34%
Net Income (Loss)	59.3	(18.0)	NM
GAAP Diluted EPS	0.68	(0.22)	NM

See reconciliations of GAAP to non-GAAP measures beginning on page 10.

Q2 2015 HIGHLIGHTS

- On June 25, 2015, IAC announced its intent to pursue an initial public offering of less than 20% of the common stock of The Match Group. The initial public offering is expected to be completed during the fourth quarter of 2015.
- The Match Group revenue increased 19%, or 25% excluding the effects of foreign exchange, driven by contributions from The Princeton Review and FriendScout24 as well as 18% growth in Dating paid subscribers to over 4.1 million globally.
 - On July 14, 2015, The Match Group announced that it had entered into a definitive agreement to purchase PlentyOfFish for \$575 million in cash. The transaction is expected to close early in the fourth quarter of 2015.
- Within Search & Applications, Applications queries increased 8% driven by 20% B2C growth. B2C revenue increased 18% versus prior year.
- In the Media segment, Vimeo grew paid subscribers 25% to nearly 630,000.
- In the eCommerce segment, HomeAdvisor domestic revenue and service requests increased 41% and 49%, respectively, while overall HomeAdvisor revenue grew 26%, or 29% excluding the effects of foreign exchange.
- IAC declared a quarterly cash dividend of \$0.34 per share, payable on September 1, 2015 to IAC stockholders of record as of the close of business on August 15, 2015.

SEE IMPORTANT NOTES AT END OF THIS DOCUMENT

DISCUSSION OF FINANCIAL AND OPERATING RESULTS

	Q2 2015	Q2 2014	Growth
\$ in millions			
Revenue			
Search & Applications	\$ 351.4	\$ 395.7	-11%
The Match Group	254.7	214.3	19%
Media	36.2	36.7	-1%
eCommerce	129.0	109.9	17%
Intercompany Elimination	(0.1)	(0.3)	62%
	<u>\$ 771.1</u>	<u>\$ 756.3</u>	2%
Adjusted EBITDA			
Search & Applications	\$ 72.9	\$ 91.3	-20%
The Match Group	64.8	69.4	-7%
Media	(15.5)	(8.9)	-73%
eCommerce	2.7	4.5	-41%
Corporate	(16.3)	(14.8)	-10%
	<u>\$ 108.7</u>	<u>\$ 141.4</u>	-23%
Operating Income (Loss)			
Search & Applications	\$ 68.6	\$ 77.8	-12%
The Match Group	51.4	61.2	-16%
Media	(13.8)	(9.8)	-41%

eCommerce	(1.0)	0.0	NM
Corporate	(42.5)	(33.5)	-27%
	\$ 62.8	\$ 95.7	-34%

Search & Applications

Websites revenue decreased 20% due primarily to a decline in revenue at Ask.com and certain legacy businesses, partially offset by strong growth at About.com. Applications revenue decreased 2% due to lower revenue in B2B (our partnership operations), partially offset by 18% growth in our B2C business driven by higher queries from our desktop search applications and the contribution from mobile applications (via our acquisition of Apalon on November 3, 2014). Adjusted EBITDA decreased 20% due primarily to the lower revenue. Operating income in the current year benefitted from a \$6.3 million contingent consideration fair value adjustment.

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The Match Group

Dating revenue grew 7% due primarily to 12% growth in North America driven by increased paid subscribers, partially offset by 2% lower International revenue due to foreign exchange effects, despite an increase in paid subscribers. Excluding foreign exchange effects, total Dating revenue would have increased 14% and International revenue would have increased 18%. Non-dating(1) revenue, which benefitted from the acquisition of The Princeton Review, acquired on August 1, 2014, grew 370%. Adjusted EBITDA decreased 7% due primarily to \$9.0 million of costs in the current year period related to the ongoing consolidation and streamlining of our technology systems and European operations at our Dating businesses. Operating income in the current year period was negatively impacted by a \$4.2 million year-over-year increase in amortization of intangibles.

Media

Revenue was down 1% versus last year, despite the contribution from IAC Films and strong growth at Vimeo, due to lower revenue from Electus driven by the timing of certain projects. The Adjusted EBITDA loss was larger than the prior year due primarily to increased investment in Vimeo. Operating income in the current year benefitted from a \$2.4 million contingent consideration fair value adjustment.

eCommerce

Revenue increased 17% due to significant growth at HomeAdvisor. Adjusted EBITDA decreased 41% primarily due to increased sales and marketing investment at HomeAdvisor.

Corporate

The Corporate Adjusted EBITDA loss increased due primarily to higher compensation costs. Corporate operating loss reflects an increase of \$7.1 million in stock-based compensation expense due primarily to the issuance of equity awards since the prior year.

OTHER ITEMS

Q2 2014 Earnings from continuing operations before income taxes included \$68.4 million (\$66.6 million after-tax) of write-downs of certain investments.

The Q2 2015 income tax benefit of \$12.0 million from continuing operations was primarily due to the realization of certain deferred tax assets in the current period. The effective tax rate for Adjusted Net Income was 4% in Q2 2015, lower than the statutory rate due primarily to the realization of certain deferred tax assets in the current period. The effective tax rates for continuing operations and Adjusted Net income were 251% and 94%, respectively, in Q2 2014. The Q2 2014 effective rates for continuing operations and Adjusted Net Income were higher than the statutory rate due primarily to the unbenefited loss associated with the write-downs of certain investments; excluding the effect of the write-downs, the tax rates for continuing operations and Adjusted Net Income in Q2 2014 would have been 40% and 38%, respectively, and were higher than the statutory rate due to state taxes and interest on tax reserves, partially offset by foreign income taxed at lower rates.

Note 1: Includes The Princeton Review, Tutor.com and DailyBurn.

SEE IMPORTANT NOTES AT END OF THIS DOCUMENT

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LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2015, IAC had 82.7 million common and class B common shares outstanding. As of July 24, 2015, the Company had 5.6 million shares remaining in its stock repurchase authorization. IAC may purchase shares over an indefinite period on the open market and in privately negotiated transactions, depending on those factors IAC management deems relevant at any particular time, including, without limitation, market conditions, share price and future outlook.

As of June 30, 2015, IAC had \$889.9 million in cash and cash equivalents and marketable securities as well as \$1.1 billion in long-term debt, of which \$80 million is scheduled to be redeemed on September 1, 2015. The Company has \$300 million in unused borrowing capacity under its revolving credit facility.

SEE IMPORTANT NOTES AT END OF THIS DOCUMENT

OPERATING METRICS

	Q2 2015	Q2 2014	Growth
SEARCH & APPLICATIONS (in millions)			
Revenue			
Websites (a)	\$ 164.8	\$ 205.2	-20%
Applications (b)	186.5	190.5	-2%
Total Revenue	<u>\$ 351.4</u>	<u>\$ 395.7</u>	-11%
Websites Page Views (c)	5,448	7,731	-30%
Applications Queries(b)	5,501	5,076	8%
THE MATCH GROUP			
Dating Revenue (in millions)			
North America (d)	\$ 155.0	\$ 138.1	12%
International (e)	67.9	69.5	-2%
Total Dating Revenue	<u>\$ 222.9</u>	<u>\$ 207.6</u>	7%
Dating Paid Subscribers (in thousands)			
North America (d)	2,691	2,430	11%
International (e)	1,439	1,070	34%
Total Dating Paid Subscribers	<u>4,130</u>	<u>3,500</u>	18%
HOMEADVISOR (in thousands)			
Domestic Service Requests (f)	2,804	1,887	49%
Domestic Accepts (g)	2,978	2,118	41%
International Service Requests (f)	298	266	12%
International Accepts (g)	454	538	-16%

(a) Websites revenue is principally composed of Ask.com, About.com, CityGrid, Dictionary.com, Investopedia, PriceRunner and Ask.fm.

(b) Applications includes B2C, including SlimWare and Apalon, and B2B.

(c) Websites page views include Ask.com, About.com, CityGrid, Dictionary.com, Investopedia and PriceRunner.

(d) North America includes Match, Chemistry, People Media, OkCupid, Tinder and other dating businesses operating within the United States and Canada.

(e) International includes Meetic, Tinder and all dating businesses operating outside of the United States and Canada.

(f) Fully completed and submitted customer service requests on HomeAdvisor.

(g) The number of times service requests are accepted by service professionals. A service request can be transmitted to and accepted by more than one service professional.

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DILUTIVE SECURITIES

IAC has various tranches of dilutive securities. The table below details these securities as well as potential dilution at various stock prices (shares in millions; rounding differences may occur).

Share Price	Shares	Avg. Exercise Price	As of 7/24/15				
			Dilution at:				
			\$ 81.69	\$ 85.00	\$ 90.00	\$ 95.00	\$ 100.00
Absolute Shares as of 7/24/15	82.9		82.9	82.9	82.9	82.9	82.9
RSUs and Other	4.9		4.9	4.7	4.5	4.3	4.1
Options	7.2	\$ 51.49	2.7	2.8	3.1	3.3	3.5
Total Dilution			7.5	7.5	7.5	7.6	7.6
% Dilution			8.3%	8.3%	8.3%	8.4%	8.4%
Total Diluted Shares Outstanding			<u>90.5</u>	<u>90.5</u>	<u>90.5</u>	<u>90.5</u>	<u>90.5</u>

CONFERENCE CALL

IAC will audiocast a conference call to answer questions regarding the Company's second quarter 2015 results and management's published remarks on Wednesday, July 29, 2015, at 8:30 a.m. Eastern Time. This call will include the disclosure of certain information, including forward-looking information,

which may be material to an investor's understanding of IAC's business. The live audiocast will be open to the public at, and management's remarks have been posted on, www.iac.com/Investors.

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GAAP FINANCIAL STATEMENTS

IAC CONSOLIDATED STATEMENT OF OPERATIONS
(\$ in thousands except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Revenue	\$ 771,132	\$ 756,315	\$ 1,543,644	\$ 1,496,562
Operating costs and expenses:				
Cost of revenue (exclusive of depreciation shown separately below)	183,276	210,730	374,829	419,964
Selling and marketing expense	319,397	272,490	677,063	571,089
General and administrative expense	129,349	109,897	244,143	204,986
Product development expense	46,430	38,845	91,687	77,661
Depreciation	15,500	15,257	31,068	30,075
Amortization of intangibles	14,411	13,406	26,966	25,385
Total operating costs and expenses	708,363	660,625	1,445,756	1,329,160
Operating income	62,769	95,690	97,888	167,402
Interest expense	(15,214)	(14,046)	(29,278)	(28,110)
Other (expense) income, net	(1,638)	(69,750)	5,350	(71,708)
Earnings from continuing operations before income taxes	45,917	11,894	73,960	67,584
Income tax benefit (provision)	11,968	(29,889)	5,788	(51,274)
Earnings (loss) from continuing operations	57,885	(17,995)	79,748	16,310
Loss from discontinued operations, net of tax	(153)	(868)	(28)	(1,682)
Net earnings (loss)	57,732	(18,863)	79,720	14,628
Net loss attributable to noncontrolling interests	1,573	867	5,990	3,261
Net earnings (loss) attributable to IAC shareholders	\$ 59,305	\$ (17,996)	\$ 85,710	\$ 17,889
Per share information attributable to IAC shareholders:				
Basic earnings (loss) per share from continuing operations	\$ 0.72	\$ (0.21)	\$ 1.03	\$ 0.24
Diluted earnings (loss) per share from continuing operations	\$ 0.68	\$ (0.21)	\$ 0.98	\$ 0.22
Basic earnings (loss) per share	\$ 0.72	\$ (0.22)	\$ 1.03	\$ 0.22
Diluted earnings (loss) per share	\$ 0.68	\$ (0.22)	\$ 0.97	\$ 0.20
Dividends declared per common share	\$ 0.34	\$ 0.24	\$ 0.68	\$ 0.48
Stock-based compensation expense by function:				
Cost of revenue	\$ 294	\$ 459	\$ 539	\$ 451
Selling and marketing expense	3,119	657	4,842	853
General and administrative expense	20,039	13,707	34,637	21,659
Product development expense	2,497	1,729	4,842	3,202
Total stock-based compensation expense	\$ 25,949	\$ 16,552	\$ 44,860	\$ 26,165

SEE IMPORTANT NOTES AT END OF THIS DOCUMENT

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IAC CONSOLIDATED BALANCE SHEET
(\$ in thousands)

	June 30, 2015	December 31, 2014
ASSETS		
Cash and cash equivalents	\$ 656,409	\$ 990,405
Marketable securities	233,523	160,648
Accounts receivable, net	223,106	236,086
Other current assets	209,724	166,742
Total current assets	1,322,762	1,553,881
Property and equipment, net	297,158	302,459
Goodwill	1,778,830	1,754,926

Intangible assets, net	472,082	491,936
Long-term investments	131,385	114,983
Other non-current assets	72,841	56,693
TOTAL ASSETS	\$ 4,075,058	\$ 4,274,878

LIABILITIES AND SHAREHOLDERS' EQUITY

LIABILITIES

Current portion of long-term debt	\$ 80,000	—
Accounts payable, trade	79,434	81,163
Deferred revenue	232,673	194,988
Accrued expenses and other current liabilities	322,750	397,803
Total current liabilities	714,857	673,954
Long-term debt	1,000,000	1,080,000
Income taxes payable	24,768	32,635
Deferred income taxes	432,688	409,529
Other long-term liabilities	59,182	45,191
Redeemable noncontrolling interests	28,177	40,427

Commitments and contingencies

SHAREHOLDERS' EQUITY

Common stock	254	252
Class B convertible common stock	16	16
Additional paid-in capital	11,452,662	11,415,617
Retained earnings	354,099	325,118
Accumulated other comprehensive loss	(130,295)	(87,700)
Treasury stock	(9,861,350)	(9,661,350)
Total IAC shareholders' equity	1,815,386	1,991,953
Noncontrolling interests	—	1,189
Total shareholders' equity	1,815,386	1,993,142
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 4,075,058	\$ 4,274,878

SEE IMPORTANT NOTES AT END OF THIS DOCUMENT

IAC CONSOLIDATED STATEMENT OF CASH FLOWS (\$ in thousands)

	Six Months Ended June 30,	
	2015	2014
Cash flows from operating activities attributable to continuing operations:		
Net earnings	\$ 79,720	\$ 14,628
Less: loss from discontinued operations, net of tax	(28)	(1,682)
Earnings from continuing operations	79,748	16,310
Adjustments to reconcile earnings from continuing operations to net cash provided by operating activities attributable to continuing operations:		
Stock-based compensation expense	44,860	26,165
Depreciation	31,068	30,075
Amortization of intangibles	26,966	25,385
Impairment of long-term investments	500	64,281
Excess tax benefits from stock-based awards	(36,465)	(32,889)
Deferred income taxes	7,260	5,849
Equity in losses of unconsolidated affiliates	477	8,785
Acquisition-related contingent consideration fair value adjustments	(16,946)	500
Other adjustments, net	8,369	5,362
Changes in assets and liabilities, net of effects of acquisitions:		
Accounts receivable	2,710	(5,718)
Other assets	(6,458)	(19,238)
Accounts payable and other current liabilities	(33,231)	(31,242)
Income taxes payable	(63,304)	29,299
Deferred revenue	40,407	25,851
Other changes in assets and liabilities, net	(182)	(4)
Net cash provided by operating activities attributable to continuing operations	85,779	148,771
Cash flows from investing activities attributable to continuing operations:		
Acquisitions, net of cash acquired	(43,286)	(103,380)
Capital expenditures	(26,816)	(26,557)
Proceeds from maturities and sales of marketable debt securities	14,613	998
Purchases of marketable debt securities	(93,134)	(78,380)
Purchases of long-term investments	(12,840)	(14,701)
Other, net	8,599	2,187

Net cash used in investing activities attributable to continuing operations	(152,864)	(219,833)
Cash flows from financing activities attributable to continuing operations:		
Purchase of treasury stock	(200,000)	—
Dividends	(56,729)	(40,086)
Issuance of common stock, net of withholding taxes	(20,656)	(13,823)
Excess tax benefits from stock-based awards	36,465	32,889
Purchase of noncontrolling interests	(15,338)	(30,000)
Funds returned from escrow for Meetic tender offer	—	12,354
Acquisition-related contingent consideration payments	(5,705)	(7,630)
Other, net	430	(141)
Net cash used in financing activities attributable to continuing operations	(261,533)	(46,437)
Total cash used in continuing operations	(328,618)	(117,499)
Total cash used in discontinued operations	(243)	(157)
Effect of exchange rate changes on cash and cash equivalents	(5,135)	4,538
Net decrease in cash and cash equivalents	(333,996)	(113,118)
Cash and cash equivalents at beginning of period	990,405	1,100,444
Cash and cash equivalents at end of period	<u>\$ 656,409</u>	<u>\$ 987,326</u>

SEE IMPORTANT NOTES AT END OF THIS DOCUMENT

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RECONCILIATIONS OF GAAP TO NON-GAAP MEASURES

IAC RECONCILIATION OF OPERATING CASH FLOW FROM CONTINUING OPERATIONS TO FREE CASH FLOW
(\$ in millions; rounding differences may occur)

	Six Months Ended June 30,	
	2015	2014
Net cash provided by operating activities attributable to continuing operations	\$ 85.8	\$ 148.8
Capital expenditures	(26.8)	(26.6)
Tax refunds related to sales of a business and an investment	(1.9)	(0.4)
Free Cash Flow	<u>\$ 57.0</u>	<u>\$ 121.9</u>

For the six months ended June 30, 2015, consolidated Free Cash Flow decreased \$64.8 million due to lower Adjusted EBITDA and higher income tax payments.

IAC RECONCILIATION OF GAAP EPS TO ADJUSTED EPS
(in thousands except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net earnings (loss) attributable to IAC shareholders	\$ 59,305	\$ (17,996)	\$ 85,710	\$ 17,889
Stock-based compensation expense	25,949	16,552	44,860	26,165
Amortization of intangibles	14,411	13,406	26,966	25,385
Acquisition-related contingent consideration fair value adjustments	(9,950)	527	(16,946)	500
Gain on sale of VUE interests and related effects	—	986	—	1,954
Discontinued operations, net of tax	153	868	28	1,682
Impact of income taxes and noncontrolling interests	(15,234)	(11,161)	(27,616)	(18,768)
Adjusted Net Income	<u>\$ 74,634</u>	<u>\$ 3,182</u>	<u>\$ 113,002</u>	<u>\$ 54,807</u>
GAAP Basic weighted average shares outstanding	82,416	83,178	82,932	82,833
Options and RSUs, treasury method	4,674	—	4,989	5,150
GAAP Diluted weighted average shares outstanding	87,090	83,178	87,921	87,983
Options and RSUs, treasury method not included in diluted shares above	—	5,579	—	—
Impact of RSUs	434	308	380	295
Adjusted EPS weighted average shares outstanding	<u>87,524</u>	<u>89,065</u>	<u>88,301</u>	<u>88,278</u>
GAAP Diluted earnings (loss) per share	<u>\$ 0.68</u>	<u>\$ (0.22)</u>	<u>\$ 0.97</u>	<u>\$ 0.20</u>
Adjusted EPS	<u>\$ 0.85</u>	<u>\$ 0.04</u>	<u>\$ 1.28</u>	<u>\$ 0.62</u>

For Adjusted EPS purposes, the impact of RSUs on shares outstanding is based on the weighted average number of RSUs outstanding, including performance-based RSUs outstanding that the Company believes are probable of vesting. For GAAP diluted EPS purposes, RSUs, including performance-based RSUs for which the performance criteria have been met, are included on a treasury method basis.

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IAC RECONCILIATION OF SEGMENT NON-GAAP MEASURE TO GAAP MEASURE
(\$ in millions; rounding differences may occur)

For the three months ended June 30, 2015							
	Adjusted EBITDA	Stock-based compensation expense	Depreciation	Amortization of intangibles	Acquisition-related contingent consideration fair value adjustments	Operating income (loss)	
Search & Applications	\$ 72.9	\$ —	\$ (3.7)	\$ (6.9)	\$ 6.3	\$ 68.6	
The Match Group	64.8	(2.1)	(6.6)	(5.9)	1.2	51.4	
Media	(15.5)	(0.1)	(0.2)	(0.4)	2.4	(13.8)	
eCommerce	2.7	(0.4)	(2.1)	(1.2)	—	(1.0)	
Corporate	(16.3)	(23.3)	(2.9)	—	—	(42.5)	
Total	\$ 108.7	\$ (25.9)	\$ (15.5)	\$ (14.4)	\$ 10.0	\$ 62.8	

For the three months ended June 30, 2014							
	Adjusted EBITDA	Stock-based compensation expense	Depreciation	Amortization of intangibles	Acquisition-related contingent consideration fair value adjustments	Operating income (loss)	
Search & Applications	\$ 91.3	\$ —	\$ (5.1)	\$ (8.4)	\$ —	\$ 77.8	
The Match Group	69.4	(0.2)	(5.6)	(1.7)	(0.7)	61.2	
Media	(8.9)	(0.2)	(0.2)	(0.7)	0.2	(9.8)	
eCommerce	4.5	—	(1.9)	(2.6)	—	0.0	
Corporate	(14.8)	(16.2)	(2.5)	—	—	(33.5)	
Total	\$ 141.4	\$ (16.6)	\$ (15.3)	\$ (13.4)	\$ (0.5)	\$ 95.7	

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IAC RECONCILIATION OF SEGMENT NON-GAAP MEASURE TO GAAP MEASURE
(\$ in millions; rounding differences may occur)

For the six months ended June 30, 2015							
	Adjusted EBITDA	Stock-based compensation expense	Depreciation	Amortization of intangibles	Acquisition-related contingent consideration fair value adjustments	Operating income (loss)	
Search & Applications	\$ 151.8	\$ —	\$ (7.3)	\$ (13.9)	\$ 2.3	\$ 132.9	
The Match Group	90.7	(2.7)	(13.7)	(9.8)	12.2	76.8	
Media	(30.0)	(0.3)	(0.4)	(0.8)	2.4	(29.1)	
eCommerce	(0.5)	(0.8)	(4.1)	(2.5)	—	(7.9)	
Corporate	(28.2)	(41.1)	(5.6)	—	—	(74.8)	
Total	\$ 183.8	\$ (44.9)	\$ (31.1)	\$ (27.0)	\$ 16.9	\$ 97.9	

For the six months ended June 30, 2014							
	Adjusted EBITDA	Stock-based compensation expense	Depreciation	Amortization of intangibles	Acquisition-related contingent consideration fair value adjustments	Operating income (loss)	
Search & Applications	\$ 173.3	\$ —	\$ (9.5)	\$ (15.7)	\$ —	\$ 148.1	
The Match Group	116.8	(0.2)	(11.4)	(3.5)	(0.7)	101.0	
Media	(16.8)	(0.3)	(0.5)	(1.0)	0.2	(18.4)	
eCommerce	7.3	—	(3.6)	(5.2)	—	(1.6)	
Corporate	(31.2)	(25.7)	(5.0)	—	—	(61.8)	
Total	\$ 249.5	\$ (26.2)	\$ (30.1)	\$ (25.4)	\$ (0.5)	\$ 167.4	

SEE IMPORTANT NOTES AT END OF THIS DOCUMENT

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IAC'S PRINCIPLES OF FINANCIAL REPORTING

IAC reports Adjusted EBITDA, Adjusted Net Income, Adjusted EPS and Free Cash Flow, all of which are supplemental measures to GAAP. These measures are among the primary metrics by which we evaluate the performance of our businesses, on which our internal budgets are based and by which management is compensated. We believe that investors should have access to, and we are obligated to provide, the same set of tools that we use in analyzing our results. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. IAC endeavors to compensate for the limitations of the non-GAAP measures presented by providing the comparable GAAP measures with equal or greater prominence and descriptions of the reconciling items, including quantifying such items, to derive the non-GAAP measures. We encourage investors to examine the reconciling adjustments between the GAAP and non-GAAP measures, which are included in this release. Interim results are not necessarily indicative of the results that may be expected for a full year.

Definitions of Non-GAAP Measures

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA) is defined as operating income excluding: (1) stock-based compensation expense; (2) depreciation; and (3) acquisition-related items consisting of (i) amortization of intangible assets and goodwill and intangible asset impairments and (ii) gains and losses recognized on changes in the fair value of contingent consideration arrangements. We believe Adjusted EBITDA is a useful measure for analysts and investors as this measure allows a more meaningful comparison between our performance and that of our competitors. Moreover, our management uses this measure internally to evaluate the performance of our business as a whole and our individual business segments. The above items are excluded from our Adjusted EBITDA measure because these items are non-cash in nature, and we believe that by excluding these items, Adjusted EBITDA corresponds more closely to the cash operating income generated from our business, from which capital investments are made and debt is serviced.

Adjusted Net Income generally captures all items on the statement of operations that have been, or ultimately will be, settled in cash and is defined as net earnings attributable to IAC shareholders excluding, net of tax effects and noncontrolling interests, if applicable: (1) stock-based compensation expense, (2) acquisition-related items consisting of (i) amortization of intangibles and goodwill and intangible asset impairments and (ii) gains and losses recognized on changes in the fair value of contingent consideration arrangements, (3) income or loss effects related to IAC's former passive ownership in VUE, and (4) discontinued operations. We believe Adjusted Net Income is useful to investors because it represents IAC's consolidated results taking into account depreciation, which management believes is an ongoing cost of doing business, as well as other charges that are not allocated to the operating businesses such as interest expense, income taxes and noncontrolling interests, but excluding the effects of any other non-cash expenses.

Adjusted EPS is defined as Adjusted Net Income divided by fully diluted weighted average shares outstanding for Adjusted EPS purposes. We include dilution from options and warrants in accordance with the treasury stock method and include all restricted stock units ("RSUs") in shares outstanding for Adjusted EPS, with performance-based RSUs included based on the number of shares that the Company believes are probable of vesting. This differs from the GAAP method for including RSUs, which are treated on a treasury method, and performance-based RSUs, which are included for GAAP purposes only to the extent the performance criteria have been met (assuming the end of the reporting period is the end of the contingency period). Shares outstanding for Adjusted EPS purposes are therefore higher than shares outstanding for GAAP EPS purposes. We believe Adjusted EPS is useful to investors because it represents, on a per share basis, IAC's consolidated results, taking into account depreciation, which we believe is an ongoing cost of doing business, as well as other charges, which are not allocated to the operating businesses such as interest expense, income taxes and noncontrolling interests, but excluding the effects of any other non-cash expenses. Adjusted Net Income and Adjusted EPS have the same limitations as Adjusted EBITDA, and in addition, Adjusted Net Income and Adjusted EPS do not account for IAC's former passive ownership in VUE. Therefore, we think it is important to evaluate these measures along with our consolidated statement of operations.

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IAC'S PRINCIPLES OF FINANCIAL REPORTING - continued

Free Cash Flow is defined as net cash provided by operating activities, less capital expenditures. In addition, Free Cash Flow excludes, if applicable, tax payments and refunds related to the sales of certain businesses and investments, including IAC's interests in VUE, an internal restructuring and dividends received that represent a return of capital due to the exclusion of the proceeds from these sales and dividends from cash provided by operating activities. We believe Free Cash Flow is useful to investors because it represents the cash that our operating businesses generate, before taking into account non-operational cash movements. Free Cash Flow has certain limitations in that it does not represent the total increase or decrease in the cash balance for the period, nor does it represent the residual cash flow for discretionary expenditures. For example, it does not take into account stock repurchases. Therefore, we think it is important to evaluate Free Cash Flow along with our consolidated statement of cash flows.

Non-Cash Expenses That Are Excluded From Our Non-GAAP Measures

Stock-based compensation expense consists principally of expense associated with the grants, including unvested grants assumed in acquisitions, of stock options, restricted stock units and performance-based RSUs. These expenses are not paid in cash, and we include the related shares in our fully diluted shares outstanding using the treasury stock method; however, performance-based RSUs are included only to the extent the performance criteria have been met (assuming the end of the reporting period is the end of the contingency period). We view the true cost of stock options, restricted stock units and performance-based RSUs as the dilution to our share base, and such awards are included in our shares outstanding for Adjusted EPS purposes as described above under the definition of Adjusted EPS. Upon the exercise of certain stock options and vesting of restricted stock units and performance-based RSUs, the awards are settled, at the Company's discretion, on a net basis, with the Company remitting the required tax-withholding amount from its current funds.

Depreciation is a non-cash expense relating to our property and equipment and is computed using the straight-line method to allocate the cost of depreciable assets to operations over their estimated useful lives.

Amortization of intangible assets and goodwill and intangible asset impairments are non-cash expenses relating primarily to acquisitions. At the time of an acquisition, the identifiable definite-lived intangible assets of the acquired company, such as content, technology, customer lists, advertiser and supplier relationships, are valued and amortized over their estimated lives. Value is also assigned to acquired indefinite-lived intangible assets, which comprise trade names and trademarks, and goodwill that are not subject to amortization. An impairment is recorded when the carrying value of an intangible asset or goodwill exceeds its fair value. While it is likely that we will have significant intangible amortization expense as we continue to acquire companies, we believe that intangible assets represent costs incurred by the acquired company to build value prior to acquisition and the related amortization and impairment charges of intangible assets or goodwill, if applicable, are not ongoing costs of doing business.

Gains and losses recognized on changes in the fair value of contingent consideration arrangements are accounting adjustments to report contingent consideration liabilities at fair value. These adjustments can be highly variable and are excluded from our assessment of performance because they are considered non-operational in nature and, therefore, are not indicative of current or future performance or ongoing costs of doing business.

Income or loss effects related to IAC's former passive ownership in VUE are excluded from Adjusted Net Income and Adjusted EPS because IAC had no operating control over VUE, which was sold for a gain in 2005, had no way to forecast this business, and did not consider the results of VUE in evaluating the performance of IAC's businesses.

Free Cash Flow

We look at Free Cash Flow as a measure of the strength and performance of our businesses, not for valuation purposes. In our view, applying “multiples” to Free Cash Flow is inappropriate because it is subject to timing, seasonality and one-time events. We manage our business for cash and we think it is of utmost importance to maximize cash — but our primary valuation metrics are Adjusted EBITDA and Adjusted EPS.

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OTHER INFORMATION

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This press release and our conference call, which will be held at 8:30 a.m. Eastern Time on July 29, 2015, may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as “anticipates,” “estimates,” “expects,” “intends,” “plans” and “believes,” among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: IAC’s future financial performance, IAC’s business prospects and strategy, anticipated trends and prospects in the industries in which IAC’s businesses operate 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: changes in senior management at IAC and/or its businesses, changes in our relationship with, or policies implemented by, Google, adverse changes in economic conditions, either generally or in any of the markets in which IAC’s businesses operate, adverse trends in the online advertising industry or the advertising industry generally, our ability to convert visitors to our various websites into users and customers, our ability to offer new or alternative products and services in a cost-effective manner and consumer acceptance of these products and services, operational and financial risks relating to acquisitions, changes in industry standards and technology, our ability to expand successfully into international markets and regulatory changes. Certain of these and other risks and uncertainties are discussed in IAC’s filings with the Securities and Exchange Commission (“SEC”). Other unknown or unpredictable factors that could also adversely affect IAC’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 IAC management as of the date of this press release. IAC does not undertake to update these forward-looking statements.

About IAC

IAC (NASDAQ: IACI) is a leading media and Internet company. It is organized into four segments: The Match Group, which consists of dating, education and fitness businesses with brands such as Match.com, OkCupid, Tinder, The Princeton Review and DailyBurn; Search & Applications, which includes brands such as About.com, Ask.com, Dictionary.com and Investopedia; Media, which consists of businesses such as Vimeo, Electus, The Daily Beast and CollegeHumor; and eCommerce, which includes HomeAdvisor and ShoeBuy. IAC’s brands and products are among the most recognized in the world reaching users in over 200 countries. The Company is headquartered in New York City and has offices worldwide. To view a full list of IAC companies, please visit www.iac.com.

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IAC Q2 2015 Management's Prepared Remarks

Set forth below are IAC management's prepared remarks relating to IAC's earnings announcement for the second quarter of 2015. IAC will audiocast a conference call to answer questions regarding the Company's Q2 financial results and these prepared remarks on Wednesday, July 29, 2015 at 8:30 a.m. Eastern Time. The live audiocast will be open to the public at www.iac.com/Investors. These prepared remarks will not be read on the call.

Non-GAAP Financial Measures

These prepared remarks contain references to certain non-GAAP measures which, as a reminder, include Adjusted EBITDA, to which we'll refer in these prepared remarks as "EBITDA" for simplicity. These non-GAAP financial measures should be considered in conjunction with, but not as a substitute for, financial information presented in accordance with GAAP. Please refer to our Q2 2015 press release and the investor relations section of our website for all comparable GAAP measures and full reconciliations for all material non-GAAP measures.

Please see the Safe Harbor Statement at the end of these remarks.

Joey Levin, CEO, IAC

The latest phase in IAC's evolution will begin with the IPO of The Match Group. IAC has once again shepherded a business to truly meaningful scale and leadership in a growing category, and will realize value from that achievement with a public offering in the 4th quarter. The IPO positions The Match Group for continued success with an independent currency, and allows us to focus our attention and capital on growing the rest of IAC's assets, as we've done many times before. Greg Blatt's remarks will cover the performance of The Match Group, so I will address the rest of our businesses with these remarks.

Looking at the hand we hold in 2015, I'm eager to focus our attention on the growth. New forms of interactivity are still revolutionizing entire industries, and we have a select group of businesses well-positioned and operating at the scale necessary to take advantage of opportunities. HomeAdvisor is now a

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vibrant local services marketplace, having built significant momentum and market leadership by delivering the best experience for connecting consumers with home service professionals. Vimeo is now one of the preeminent platforms for video creators and a marketplace for high quality video content, backed by a fantastic subscription revenue product with a loyal customer base. In our consumer applications, we have a reliable and proven system of creating and marketing desktop and mobile utility apps which deliver consistent growth and margins. And across multiple publishing brands spanning news, reference and entertainment, we have created one of the biggest digital publishers on the web. We have momentum in terrific areas, and both the people and capital we need to go after the right opportunities. With a solid cash balance following the IPO, we'll be adding to existing bets and creating some new ones.

In the second quarter our businesses made good progress. I'll start with Search & Applications, which delivered as expected in Q2 and should resume sequential revenue growth for the rest of the year, beginning slightly in Q3. While the issues at Ask and the B2B business remain a drag on growth, the rest of the businesses are performing well, with revenue from B2C Applications and Websites excluding Ask growing nicely. We remain confident in delivering more than \$300 million EBITDA in the segment for the year.

B2C Applications grew revenue 18%, and the mobile and subscription applications, while still small, are beginning to contribute. In the core desktop business, we continue to see strength with a global audience using our playbook to deliver utilities and niche content, from software converters to recipes to cricket. The team has done an excellent job adjusting to market changes and updating products to perform seamlessly across all browsers, with positive impacts on retention and usage. As a result, B2C queries were up 20% year over year in Q2 and we saw continued strength in our core metrics, with search RPMs, acquisition cost and customer lifetime values all holding relatively steady sequentially. On the product front, we have a long list of content and utility categories we think are ripe for expansion and on marketing we see runway ahead in new markets and through continued optimization. We obviously continue to keep a watchful eye on developments in the browser market, but this business has historically weathered those changes deftly.

Our mobile and subscription apps are also continuing to blossom, with revenues and earnings up sequentially. On the subscription side, SlimWare's subscriber base continues to grow and we're taking early steps to explore a broader product mix in categories such as anti-virus, backup, and storage.

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In mobile, we still have a ways to go before meaningful revenue scale, but we have had some nice product success, including a new Speak and Translate application that's risen to the #1 grossing application in the reference category according to App Annie and we are on pace to generate over 100 million downloads this year across the portfolio at Apalon, without taking into consideration our additional mobile footprint from some of our more mature businesses like Dictionary. For both mobile and subscription apps, we have a solid distribution platform in place and, given our current subscriber base and marketing capabilities, believe we are positioned well for the new products.

Websites performance, led significantly by About, reflects continued execution on the key drivers: more efficient marketing, better pricing and sell-through on direct and programmatic ads, high quality content production, and growth in non-search traffic. As traffic from search engines remains fickle and unpredictable, we are continuing to hew to a principle of quality over quantity and believe our content will win over time. We now have over 1,200 topic sites at About, each one passionately led by an expert focused on her or his respective topics, and backed by a data science department dedicated to understanding what our audience wants to learn. As we've expanded the Expert network, our newer experts are actually ramping faster, and their content succeeds at a higher rate. We're also diversifying our traffic sources. Non-search sources of traffic to About have more than quadrupled year over year and are still under 10% of traffic, which meaningfully under-indexes relative to a competitive set of publishers, but demonstrates both tremendous progress and a large opportunity ahead.

About may be the largest, but is just one in a growing group of publishing sites where we've set out to build an effective combination of editorial voice, strong brands, quality content production and powerful distribution. Today's online competitive environment also specifically demands expertise and scalable systems in data science, where we've invested considerable resources to inform publishing priorities, process consumer feedback, and optimize monetization. It's still early, but we are starting to see these investments yield results— RPMs across all of Websites were up 13% without increases in ad intensity, driven in large part by improved content mix, informed by our data.

The Website group is, in fact, just one component of a much larger set of publishers in IAC. We have two other publishing businesses within our Media segment with strong traction: The Daily Beast, with nearly 20 million uniques, and CollegeHumor with approximately 26 million uniques. More than 70% of the traffic for the two businesses is either direct or social, nearly 60% is mobile, and traffic is growing in the high teens at both businesses. The publishing assets within all of IAC had a cumulative reach of more than 300 million monthly uniques and more than 4 billion page views during the 2nd quarter. It's an

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impressive collection with, according to comScore domestic figures, more visitors than Wikipedia, LinkedIn, Time Inc., and Conde Nast, more views than TripAdvisor, and comparable page views to WebMD and BuzzFeed.

The remainder of our Media segment of course includes Vimeo. Vimeo established itself as one of the leading online video platforms because it offered a clean, high-quality environment for creators to upload and share content — we now have more than 635,000 paying subscribers. The creators and the quality of the video naturally brought a significant audience, which has grown to over 150 million monthly uniques. Now Vimeo is building a real video marketplace where creators can reach consumers — more than 7,000 of our creators have uploaded more than 22,000 titles which consumers can pay to watch, and more than 750,000 consumers have now paid to watch videos on Vimeo. VOD revenue in the quarter was up 3x over the prior year and 25% sequentially, and June was a record month for revenue. Perhaps more importantly, we are beginning to see a real lift in repeat purchase rate for our VOD buyers and, as a result, we also see creators achieving real incremental distribution by selling on Vimeo beyond their own networks.

We're also continuing to produce content for TV and film through Electus and IAC Films. Electus has 14 shows already on the air this year, including the second seasons of *Running Wild with Bear Grylls* and *Food Fighters*, which have both performed well, and *Chopped* has just renewed for its 27th through 30th seasons. Electus has, at current count, 8 more shows coming out in the second half of the year, including 2 incubated with CollegeHumor — *The Middle of the Night Show* and *Adam Ruins Everything*.

In our eCommerce segment, HomeAdvisor continues to perform beyond expectations. In the 2nd quarter, domestic revenue accelerated for the 7th consecutive period to over 40% year over year, with service requests up 49%, driven by our successful TV campaign, and accepted requests were up 41% on a paying network of service professionals that is up nearly 30%.

Roughly a year and a half ago, we made some changes to our sales management programs and re-committed to recruiting and retaining high quality service professionals — because the most critical driver of consumer satisfaction in this business is availability of good and job-appropriate service professionals. Since that time, we have grown the number of paying professionals materially and we have brought in higher-quality professionals who in turn accept more leads and serve more consumers. Service provider Net Promoter Score is up by 15 points and service provider retention is up 1,500 basis points, and we now

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have over 92,000 active service professionals in our network — by far the largest network in the industry — and growing.

The size and quality of our network has allowed us to increase our TV spend dramatically with a positive ROI — driving branded traffic, which has a significantly higher repeat rate and higher satisfaction than non-branded traffic. Aided awareness has more than tripled to 33% since 2013. With branded traffic still relatively low on a percentage basis and unaided awareness at only 5%, we still have material room to grow our advertising spend and reach.

HomeAdvisor also just completed the national rollout of its direct online scheduling product — called Instant Booking — this past Monday. While adoption will take some time as consumer and professional behavior adjusts to the use case, we believe the functionality has the potential to transform our space as we've seen in categories like restaurants and medicine and can incrementally drive consumer and professional satisfaction, improving repeat usage and retention again. The quality of our network, our marketing and our products has us well positioned to take advantage of the category evolution.

Across the whole portfolio, plenty of work remains to get done, and the team is energized to do it. We're building our brands and diversifying our traffic and monetization sources, and investing in the infrastructure necessary to control our destiny in a rapidly shifting landscape. I look forward to continuing to share our progress.

Greg Blatt, Chairman, The Match Group

The Match Group had a strong second quarter that came in generally consistent with our expectations.

Dating posted 7% year over year revenue growth, but still suffered from year over year FX headwinds. Holding FX constant to the year ago period, Dating revenue growth would have been 14% year over year.

The revenue growth was driven by 18% year over year gains in paid member count (PMC) with strong paid member growth both domestically and internationally. Performance was driven by strong growth in PMC at Tinder, domestically and especially internationally, as well as strong contributions from other international businesses. Second quarter North America PMC growth was a step behind the first quarter's growth rate, and was impacted by lower year on year marketing spend. As always, we're disciplined opportunistic marketers, evaluating spending prospects through the lens of long term ROI and we tend not

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to manage quarter to quarter. This year we beefed up North American marketing spend in Q1 and pulled back a bit in Q2, thus muting PMC growth in Q2.

Revenue for The Match Group overall grew 19% for the quarter (25% holding FX constant to the year ago period) driven by increases at DailyBurn and the acquisition of The Princeton Review as well as Dating growth.

Consistent with our expectations, second quarter EBITDA grew 6% year over year, meaningfully less than revenue growth due primarily to lower margin acquired businesses like The Princeton Review and FriendScout24 (pre technology migration).

Tinder continues its positive momentum. Monetization continues to perform at or above our expectations on key metrics like renewal, conversion and resubscription rates, and we've seen no discernible negative correlation between monetization and growth. We've also been focusing on the core user experience, and those efforts are starting to payoff, as we've seen our app store rating climb to an industry leading 4.5 stars, and a number of our user experience metrics are showing improvement. One thing that is clear, however, is that we have a virtually endless opportunity in front of us to improve and expand the user experience, from fixing basic bugs in our system to drive increased performance, to improving core functionalities like better matching and filtering algorithms, to bolder initiatives intended to capitalize on Tinder's core strengths and, in doing so, expand its use case beyond that of a typical dating product. Our enthusiasm for these opportunities is leading us to act like a typical startup here and re-prioritize some of our roadmap initiatives in favor of these initiatives. As I've said throughout, the rate at which Tinder monetizes could be uneven for reasons such as this, and these decisions are likely to push back the Tinder revenue curve a bit versus what we'd previously anticipated. Effectively, we just believe the long-term opportunity to create big value is too great to devote our limited near-term resources disproportionately to near-term monetization.

In our other businesses, new user growth continues as we've been able to sustain new mobile acquisition channels. However, the ongoing shift to mobile users continues to put pressure on conversion. One of the most exciting product updates for the quarter was a redesign of Meetic's mobile apps. In prior calls we've discussed how our European brands were a notch behind the US in their mobile apps, and this new release brings to market a complete user experience and navigation overhaul. While important, the new release hasn't just impacted the aesthetics, it is also driving material user growth both in raw numbers of users as well as frequency of usage. Significant mobile changes are expected at the Match U.S. business

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over the coming months as well. Overall this remains a transitional period as changes in TV viewing patterns and consumer flight to mobile devices continues to impact paid acquisition efficacy through both channel constraints and conversion pressure. We are successfully opening new channels, and driving improved conversion on our mobile devices to help drive up marketing ROI, but it's a dynamic environment.

Our technology and organizational streamlining project continues to make progress, including the completion of the migration of the FriendScout24 business from its legacy platform onto Meetic's pan-European platform. We spent \$9 million in connection with these projects in Q2, most of which were severance and consulting fees. This was in line with our prediction. We expect to spend approximately \$6 million for the rest of the year, with a slight majority of the remaining money coming in Q3 versus Q4. (All references to EBITDA for The Match Group, in both these and future remarks, exclude these costs.) Nonetheless, we are behind schedule on certain aspects of the project which could push certain savings and efficiencies further back in 2016.

Turning to our non-Dating businesses, The Princeton Review continues its transformation as we get ready for the start of the school year and our first real consumer push on the tutoring side. And DailyBurn is working hard on product initiatives we hope will make a big impact come next year's big early season marketing push.

Going forward, we've determined that DailyBurn will no longer be part of The Match Group following the IPO. Though it remains a consumer services business reliant on many of the core competencies The Match Group has built up over the years, it is also very much a media company, rooted in video production and distribution, and as such will remain with the rest of IAC in its Media group, although we will continue to report it in this segment at least this quarter.

Looking ahead, we expect to raise capital in the debt markets, in part to finance the PlentyOfFish acquisition, which we expect to be completed in the fourth quarter of this year.

Finally, as a result of the public announcement of our intention to pursue an IPO of The Match Group, which we remain on track to complete in the fourth quarter of this year, our legal ability to comment on future performance is extremely limited, and therefore I'll not be updating or otherwise commenting on our outlook for this quarter or beyond, or answering any related questions on the call.

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Jeff Kip, Executive Vice President, IAC

Let me first wrap up the rest of the IAC numbers and expectations.

In the 2nd quarter, on a consolidated basis, IAC revenue grew 2% year on year, although excluding FX effects growth would have reached the mid-single digit range. Growth would have been about a point higher, but two Electus TV shows, originally expected to air in the 2nd quarter, slipped into the 3rd quarter, shifting approximately \$7 million in revenue into Q3. IAC EBITDA in the 2nd quarter was \$108.7 million, down 23% year over year. Excluding the impact of FX and \$9 million of one-time costs at The Match Group, EBITDA would have approached \$120 million, with year over year declines in the mid-double digits percent.

Moving onto the businesses, Search & Applications revenue in the 2nd quarter was down 11% versus the prior year, down high single digits excluding the impact of FX. Websites revenue was down 20% and page views were down 30%, both driven by traffic declines at Ask, as revenue for About, Dictionary and Investopedia were up over 30% versus the prior year. Applications revenue was down 2%, driven entirely by declines in the B2B business — the B2C

business grew 18% in the quarter — and overall Applications queries grew 8% versus the prior year, for the first quarterly increase since the 4th quarter of 2013. Search & Applications EBITDA was down 20% in the quarter, largely on the impact of the declines at Ask and B2B.

Looking ahead, we expect Search & Applications revenue to grow slightly sequentially, a little lower on Applications and a little higher on Websites, and we expect EBITDA for total Search & Applications to be flattish on a sequential basis, though could come in lower as we continue to look to ramp marketing as opportunities develop. For the full year our guidance remains unchanged with some year over year revenue decline and, as Joey stated, over \$300 million in EBITDA.

On a combined basis for the 2nd quarter, the Media and eCommerce segments grew revenue 13% - below expectations given the aforementioned Electus shows, with a \$13 million EBITDA loss. Vimeo's gross revenue growth re-accelerated to 30% in the quarter on 25% subscriber growth and nice VOD revenue growth, and HomeAdvisor's consolidated revenue grew 26%, 29% excluding FX impacts, on the over 40% domestic revenue growth Joey mentioned earlier. We believe HomeAdvisor will finish 2015 and continue to grow in 2016 at a rate approaching the consolidated Q2 growth rate. HomeAdvisor earned

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approximately \$5 million of EBITDA this quarter and will likely see similar margins the remainder of the year, but we hope to expand margins next year on operating leverage from both the quality and size of the network and TV advertising.

For the two segments combined, we expect revenue growth to accelerate in Q3 into the mid-teen range and then accelerate again in the 4th quarter to finish the year in the high teens. In terms of EBITDA, our full year Adjusted EBITDA loss expectations are unchanged, with mid-to-high single digit losses in Q3 and profits in Q4 from the combined Media/eCommerce segments.

Safe Harbor Statement

These prepared remarks contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as “anticipates,” “estimates,” “expects,” “intends,” “plans” and “believes,” among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: IAC's future financial performance, IAC's business prospects and strategy, anticipated trends and prospects in the industries in which IAC's businesses operate 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: changes in senior management at IAC and/or its businesses, changes in our relationship with, or policies implemented by, Google, adverse changes in economic conditions, either generally or in any of the markets in which IAC's businesses operate, adverse trends in the online advertising industry or the advertising industry generally, our ability to convert visitors to our various websites into users and customers, our ability to offer new or alternative products and services in a cost-effective manner and consumer acceptance of these products and services, operational and financial risks relating to acquisitions, changes in industry standards and technology, our ability to expand successfully into international markets and regulatory changes. Certain of these and other risks and uncertainties are discussed in IAC's filings with the Securities and Exchange Commission. Other unknown or unpredictable factors that could also adversely affect IAC'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 IAC

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management as of the date of IAC's Q2 2015 quarterly earnings announcement. IAC does not undertake to update these forward-looking statements.

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