SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
DILLER BARRY	IAC/INTERACTIVECORP [IACI]	X Director 10% Owner
(Last) (First) (Middle)		X Officer (give title below) Other (specify below)
C/O IAC/INTERACTIVECORP	3. Date of Earliest Transaction (Month/Day/Year)	Chairman & Senior Executive
555 WEST 18TH STREET	05/26/2015	
(Street)		
NEW YORK NY 10011	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X Form filed by One Reporting Person
		Form filed by More than One Reporting Person

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	05/26/2015		M		5,788	A	$31.06	5,788[(1)]	D	
Common Stock, par value $0.001	05/26/2015		M		699,946	A	$41.81	705,734[(1)]	D	
Common Stock, par value $0.001	05/26/2015		F[(2)]		569,023	D	$74.42	136,711[(1)]	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	$31.06	05/26/2015		M			5,788	06/07/2010	06/07/2015	Common Stock, par value $0.001	5,788	$0	0	D	
Options to Purchase Common Stock, par value $0.001	$41.81	05/26/2015		M			699,946	06/07/2010	06/07/2015	Common Stock, par value $0.001	699,946	$0	0	D	

Explanation of Responses:

1. Excludes shares of IAC Common Stock held by a family foundation, of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of all shares of IAC Common Stock held by the family foundation.

2. Represents (i) 395,654 shares of IAC Common Stock withheld to cover the payment of the exercise price and (ii) 173,369 shares of IAC Common Stock withheld for payment of taxes due, in each case, in connection with the exercise of stock options.

Barry Diller	05/28/2015
** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.