

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>KAUFMAN VICTOR</u>  (Last) (First) (Middle) <u>C/O IAC/INTERACTIVECORP</u> <u>555 WEST 18TH STREET</u>  (Street) <u>NEW YORK NY 10011</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IAC/INTERACTIVECORP [ IACI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2017</u>	
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>	02/10/2017		M <sup>(1)</sup>		2,889	A	\$0	145,067	D	
Common Stock, par value \$0.001 <sup>(2)</sup>	02/10/2017		F <sup>(2)</sup>		1,579	D	\$76.82	143,488	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	02/11/2017		M <sup>(1)</sup>		1,763	A	\$0	145,251	D	
Common Stock, par value \$0.001 <sup>(2)</sup>	02/11/2017		F <sup>(2)</sup>		920	D	\$75.89	144,331	D	
Common Stock, par value \$0.001 <sup>(1)</sup>	02/11/2017		M <sup>(1)</sup>		1,891	A	\$0	146,222	D	
Common Stock, par value \$0.001 <sup>(2)</sup>	02/11/2017		F <sup>(2)</sup>		987	D	\$75.89	145,235	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		Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units <sup>(3)</sup>	\$0	02/10/2017		M		2,889	02/10/2017 <sup>(3)</sup>	02/10/2019 <sup>(3)</sup>	Common Stock, par value \$0.001	2,889	\$0	5,780	D	
Restricted Stock Units <sup>(3)</sup>	\$0	02/11/2017		M		1,763	02/11/2015 <sup>(3)</sup>	02/11/2017 <sup>(3)</sup>	Common Stock, par value \$0.001	1,763	\$0	0	D	
Restricted Stock Units <sup>(3)</sup>	\$0	02/11/2017		M		1,891	02/11/2016 <sup>(3)</sup>	02/11/2018 <sup>(3)</sup>	Common Stock, par value \$0.001	1,891	\$0	1,892	D	

**Explanation of Responses:**

1. Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 3 below).
2. Represents shares of IAC common stock withheld to cover the payment of taxes due in connection with the vesting of restricted stock units (see footnote 3 below).
3. Represents restricted stock units that vested/vest in equal installments (1/3) over three years on the anniversary of the grant date (February 11, 2014, February 11, 2015 and February 10, 2016), subject to continued service and the satisfaction of certain performance goals.

Joanne Hawkins as Attorney-in-Fact for Victor Kaufman 02/14/2017

\*\* 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.

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