

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): AUGUST 8, 2003

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.)
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152 WEST 57TH STREET, NEW YORK, NY (Address of principal executive offices)	10019 (Zip Code)
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Registrant's telephone number, including area code:
(212) 314-7300

N/A
(Former Name or Former Address, if Changed Since Last Report)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

Pursuant to an Agreement and Plan of Merger, dated as of May 5, 2003 (the "Merger Agreement"), by and among InterActiveCorp ("IAC"), formerly USA Interactive, Forest Merger Corp., a Delaware corporation and wholly owned subsidiary of IAC ("Forest Merger Corp."), and LendingTree, Inc., a Delaware corporation ("LendingTree"), IAC on August 8, 2003 completed its acquisition of LendingTree through the merger of Forest Merger Corp. with and into LendingTree, with LendingTree surviving as a subsidiary of IAC (the "Merger").

In the Merger, each outstanding share of common stock, par value \$0.01 per share, of LendingTree ("LendingTree Common Stock") (other than LendingTree Common Stock (i) held by LendingTree as treasury stock or (ii) owned by IAC immediately prior to completion of the Merger) was converted into the right to receive (i) 0.6199 (the "Exchange Ratio") of a share of common stock, par value \$0.01 per share, of IAC ("IAC Common Stock") and (ii) cash instead of any fractional share of IAC Common Stock. Pursuant to the Merger Agreement, each outstanding share of Series A 8% Convertible Preferred Stock, par value \$0.01 per share, of LendingTree ("LendingTree Preferred Stock") (other than LendingTree Preferred Stock (i) held by LendingTree as treasury stock, (ii) owned by IAC immediately prior to the completion of the Merger or (iii) as to which appraisal rights are perfected under Delaware law) was converted into the right to receive (i) the number of shares of IAC Common Stock that each share of LendingTree Preferred Stock would have had a right to receive under the Merger Agreement had such LendingTree Preferred Stock been converted into LendingTree Common Stock immediately before the completion of the Merger, and (ii) cash instead of any fractional share of IAC Common Stock that would otherwise be issued. Pursuant to the Merger Agreement, all outstanding stock options and warrants granted by LendingTree are no longer exercisable for shares of LendingTree Common Stock but, instead, are exercisable for shares of IAC Common Stock based on the Exchange Ratio, as set forth in the Merger Agreement.

Please see the full text of IAC's press release, filed as

Exhibit 99.1 hereto, which is incorporated herein by reference.

IAC filed a registration statement on Form S-4 (File No. 333-105876) (the "Registration Statement"), as amended, registering under the Securities Act of 1933, as amended, the shares of IAC Common Stock issued or reserved for issuance in connection with the Merger. The Registration Statement contains additional information about the Merger.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

99.1 Press Release dated August 8, 2003.

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.

INTERACTIVECORP

By: /s/ Dara Khosrowshahi

Name: Dara Khosrowshahi
Title: Executive Vice President and
Chief Financial Officer

Date: August 8, 2003

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release dated August 8, 2003.

[IAC LOGO]

IAC COMPLETES ACQUISITION OF LENDINGTREE

NEW YORK, NY - AUGUST 8, 2003 - IAC/InterActiveCorp (Nasdaq: IACI) today announced the successful completion of its acquisition of LendingTree, Inc. through the merger of a subsidiary of IAC with and into LendingTree. LendingTree, the leading online lending and real estate exchange, will continue operations as an operating business of IAC. This acquisition became effective as of the close of market today.

As a result of the acquisition, LendingTree shareholders will receive 0.6199 of a share of IAC common stock for each share of LendingTree common stock they owned and options to purchase LendingTree common stock were converted into options to purchase shares of IAC common stock. Holders of LendingTree preferred stock will receive shares of common stock of IAC on an as-converted basis in exchange for their preferred shares. In this transaction, IAC will issue to LendingTree shareholders approximately 18.8 basic shares and 21.1 shares on a fully diluted, treasury method basis.

Shares of LendingTree common stock, which prior to the merger traded on the Nasdaq National Market under the symbol "TREE," were delisted from trading as of the close of the market on Friday, August 8, 2003.

ABOUT LENDINGTREE, INC.

Founded in 1996, LendingTree is the leading online lending Exchange that connects consumers, Lenders, REALTORS(R), and related service providers. The LendingTree Exchange is made up of more than 200 banks, lenders, and brokers (Lenders) and has facilitated more than \$55 billion in closed loans since inception. More than 10 million consumers have accessed the LendingTree Exchange through the Company's site at www.lendingtree.com and through online and offline partners. Loans available via the LendingTree Exchange include home mortgage, home equity, automobile, personal, debt consolidation, and credit cards. LendingTree is the No. 1 brand in the online lending market for consumers, with 67 percent national awareness. The LendingTree Lend-X technology has been cited as 'the platform of choice'(a) for online lending and has been adopted by industry leaders to power their online lending initiatives. The LendingTree Realty Services offering connects consumers to a nationwide network of approximately 9,000 REALTORS(R). LendingTree's services and products are specifically designed to empower consumers, Lenders, and related service providers throughout the lending process, delivering convenience, choice, and excellent value.

(a) Resuscitating Mortgage Lending. Forrester Research, March 2001

REALTOR(R) -- A registered collective membership mark that identifies a real estate professional who is a member of the National Association of REALTORS(R) and subscribes to its strict Code of Ethics.

ABOUT IAC/INTERACTIVECORP

IAC/InterActiveCorp (Nasdaq: IACI), formerly USA Interactive, is comprised of the following operating businesses: Expedia, Inc., which oversees Interval International and TV Travel Shop; Hotels.com; HSN; Ticketmaster, which oversees Evite and ReserveAmerica; Match.com, which oversees uDate.com; Entertainment Publications; Citysearch; Precision Response Corporation; and LendingTree. The goal of IAC is to be the world's largest and most profitable interactive commerce company by pursuing a multi-brand strategy.

CONTACTS:

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