

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933**

IAC/INTERACTIVE CORP

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

555 West 18th Street
New York, New York 10011
(Address of Principal Executive
Offices Including Zip Code)

59-2712887
(I.R.S. Employer
Identification No.)

IAC/INTERACTIVE CORP 2018 STOCK AND ANNUAL INCENTIVE PLAN
(Full Title of the Plan)

GREGG WINIARSKI, ESQ.
Executive Vice President, General Counsel and Secretary

IAC/InterActiveCorp
555 West 18th Street
New York, New York 10011
(Name and Address of Agent For Service)

(212) 314-7300
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a Emerging growth company
smaller reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
IAC Common Stock, par value \$0.001 per share	10,000,000	\$ 149.00	\$ 1,490,000,000	\$ 185,505

- (1) This Form S-8 covers up to 10,000,000 shares of IAC/InterActiveCorp common stock, par value \$0.001 per share (“IAC Common Stock”), issuable in connection with the settlement of equity awards granted under the IAC/InterActiveCorp 2018 Stock and Annual Incentive Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act, this Form S-8 also covers additional securities that may be offered as a result of stock splits, stock dividends, recapitalizations or similar transactions.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act. 1,490,000,000 equals: (i) the product of: (x) 10,000,000 shares of IAC Common Stock and (y) \$149.00, the average of the high and low sales prices for IAC Common Stock, as reported on The Nasdaq National Market on August 2, 2018, which were \$152.59 and \$145.40, respectively.
- (4) Fee was calculated by multiplying 0.0001245 by the proposed maximum aggregate offering price.

INTRODUCTION

This Registration Statement on Form S-8 (the “Registration Statement”) of IAC/InterActiveCorp, a Delaware corporation (“IAC” or the “Registrant”), relates to up to 10,000,000 shares of IAC Common Stock, par value \$0.001 (“IAC Common Stock”), issuable in connection with the settlement

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required in Part I of this Registration Statement is included in the prospectus for the 2018 Plan (the “Prospectus”), which Prospectus the Registrant has excluded from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by IAC with the U.S. Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference into this Registration Statement:

1. IAC’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (filed on March 1, 2018);
2. IAC’s definitive proxy statement on Schedule 14A (filed on April 30, 2018) and revised definitive proxy statement on Schedule 14A (filed on May 1, 2018));
3. IAC’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2018 (filed on May 10, 2018) and June 30, 2018 (filed on August 9, 2018);
4. IAC’s Current Report on Form 8-K (other than information therein that is furnished and not deemed filed with the Commission) filed on June 29, 2018; and
5. The description of IAC Common Stock contained in IAC’s Registration Statement on Form S-4, as amended (SEC File No. 333-124303).

All documents subsequently filed by IAC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents (other than information therein that is furnished and not deemed filed with the Commission). Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant’s Restated Certificate of Incorporation, as amended, limits, to the maximum extent permitted by Delaware law, the personal liability of directors for monetary damages for breach of their fiduciary duties as a director. The Registrant’s Amended and Restated By-Laws provide that directors and officers (and legal representatives of such directors and officers) will be indemnified to the fullest extent authorized by the Delaware General Corporation Law with respect to third party actions, suits, investigations or proceedings; provided, that any such person has met the applicable standard of conduct set forth in the Delaware General Corporation Law described below. The Registrant’s Amended and Restated By-Laws further provide that directors and officers (and legal representatives of such directors and officers) will be indemnified with respect to actions or suits initiated by such persons only if any such action was first approved by the Registrant’s Board of Directors. The Registrant’s Amended and Restated By-Laws permit the Registrant to pay all expenses incurred by directors and officers (or legal representatives of such directors or officers) in defending any proceeding within the scope of the indemnification provisions as such expenses are incurred in advance of final disposition, upon an undertaking by any such party to repay such expenses, if it is ultimately determined that such party was not entitled to indemnity by the Registrant. From time to time, directors and officers may be provided with indemnification agreements that are consistent with the foregoing provisions and, to the extent such directors and officers serve as directors or executive officers of subsidiaries of the Registrant, consistent with the indemnification provisions of the charter documents of such subsidiaries. The Registrant has policies of directors’ and officers’ liability insurance which insure directors and officers against the costs of defense, settlement and/or payment of judgment under certain circumstances. The Registrant believes that these agreements and arrangements are necessary to attract and retain qualified persons as directors and officers.

Section 145 of the General Delaware General Corporation Law provides that a corporation may indemnify a director, officer, employee or agent who was or is a party, or is threatened to be made a party, to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was a director, officer, employee or agent of the corporation or was serving at the request of the corporation against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index.

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Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

- (2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and
 - (3) to remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

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- (h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in Securities Act and will be governed by the final adjudication of such issue.

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EXHIBIT INDEX

Exhibit No.	Description
3.1	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form 8-A, as amended, filed with the Commission on August 12, 2005).
3.2	Certificate of Amendment of the Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on August 22, 2008).

- 3.3 [Amended and Restated By-Laws of the Registrant \(incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on December 6, 2010\).](#)
- 5.1 [Opinion of the Registrant's Executive Vice President, General Counsel and Secretary as to the legality of the shares to be issued. \(1\)](#)
- 10.1 [IAC/InterActiveCorp 2018 Stock and Annual Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on June 29, 2018\).](#)
- 23.1 [Consent of Ernst & Young LLP. \(1\)](#)
- 23.3 [Consent of the Registrant's Executive Vice President, General Counsel and Secretary \(included in Exhibit 5.1\).](#)

(1) Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 9th day of August 2018.

IAC/INTERACTIVECORP

By: /s/ GREGG WINIARSKI
 Name: Gregg Winiarski
 Title: Executive Vice President,
 General Counsel and Secretary

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Joanne Hawkins, Tanya M. Stanich and Gregg Winiarski, and each of them, with full power to act without the other, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement, and any and all amendments thereto (including any and all post-effective amendments), as well as any related registration statements (and any and all amendments thereto (including any and all post-effective amendments)) filed under the Securities Act, and to file the same, with exhibits, schedules and any other documents thereto, and all other documents and/or instruments necessary or advisable in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing necessary or desirable to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated as of August 9, 2018:

<u>/s/ JOSEPH LEVIN</u> Joseph Levin	Chief Executive Officer, Director (Principal Executive Officer)	August 9, 2018
<u>/s/ GLENN H. SCHIFFMAN</u> Glenn H. Schiffman	Chief Financial Officer (Principal Financial Officer)	August 9, 2018
<u>/s/ MICHAEL SCHWERDTMAN</u> Michael Schwerdtman	Senior Vice President and Controller (Principal Accounting Officer)	August 9, 2018
<u>/s/ BARRY DILLER</u> Barry Diller	Chairman, Senior Executive and Director	August 9, 2018
<u>/s/ VICTOR A. KAUFMAN</u> Victor A. Kaufman	Vice Chairman and Director	August 9, 2018
<u>/s/ EDGAR BRONFMAN, JR.</u> Edgar Bronfman, Jr.	Director	August 9, 2018
<u>/s/ CHELSEA CLINTON</u> Chelsea Clinton	Director	August 9, 2018

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Signature

Title

Date

<u>/s/ MICHAEL D. EISNER</u> Michael D. Eisner	Director	August 9, 2018
<u>/s/ BONNIE S. HAMMER</u> Bonnie S. Hammer	Director	August 9, 2018
<u>/s/ BRYAN LOURD</u> Bryan Lourd	Director	August 9, 2018
<u>/s/ DAVID ROSENBLATT</u> David Rosenblatt	Director	August 9, 2018
<u>/s/ ALAN G. SPOON</u> Alan G. Spoon	Director	August 9, 2018
<u>/s/ ALEXANDER VON FURSTENBERG</u> Alexander von Furstenberg	Director	August 9, 2018
<u>/s/ RICHARD F. ZANNINO</u> Richard F. Zannino	Director	August 9, 2018

August 9, 2018

IAC/InterActiveCorp
555 West 18th Street
New York, New York 10011

Re: Registration Statement on Form S-8 of IAC/InterActiveCorp

I am the Executive Vice President, General Counsel and Secretary of IAC/InterActiveCorp, a Delaware corporation (“IAC” or the “Company”). This opinion is being delivered in connection with the preparation and filing of a Registration Statement on Form S-8 (the “Registration Statement”) relating to the registration under the Securities Act of 1933, as amended (the “Securities Act”), of 10,000,000 shares of IAC/InterActiveCorp common stock, par value \$0.001 per share (the “Securities”), to be issued in connection with issuance of shares of IAC common stock upon the settlement of equity awards issued under the IAC/InterActiveCorp 2018 Stock and Annual Incentive Plan (the “2018 Plan”).

In rendering this opinion, I have: (i) examined such corporate records and other documents (including IAC’s Certificate of Incorporation and By-laws (as currently in effect), the 2018 Plan and the Registration Statement and the exhibits thereto), and have reviewed such matters of law, as I have deemed necessary or appropriate, (ii) assumed the genuineness of all signatures or instruments relied upon by me, and the conformity of certified copies submitted to me with the original documents to which such certified copies relate, and (iii) have further assumed that there will be no changes in applicable law between the date of this opinion and the dates on which the Securities are issued or delivered pursuant to the 2018 Plan and the Registration Statement.

The Company is a Delaware corporation, and while I am not engaged in the practice of law in the State of Delaware, I am generally familiar with the Delaware General Corporation Law as presently in effect and have made such inquiries as I considered necessary to render this opinion. I am a member of the Bar of the State of New York and express no opinion as to the laws of any jurisdiction other than the federal laws of the United States, the laws of the State of New York and the Delaware General Corporation Law.

Based on and subject to the foregoing, I am of the opinion that the Securities will be, upon issuance and delivery pursuant to the terms and conditions of the 2018 Plan and as set forth in the Registration Statement, legally issued, fully paid and non-assessable.

I hereby consent to be named in the Registration Statement and in the related prospectus contained therein as the attorney who passed upon the legality of the Securities and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ GREGG WINIARSKI

Gregg Winiarski
Executive Vice President, General
Counsel and Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-XXXXX) pertaining to the 2018 Stock and Annual Incentive Plan of IAC/InterActiveCorp of our reports dated March 1, 2018, with respect to the consolidated financial statements and the related notes and the financial statement schedule of IAC/InterActiveCorp and subsidiaries and the effectiveness of internal control over financial reporting of IAC/InterActiveCorp and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
August 9, 2018
