

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): **November 12, 2013**

IAC/INTERACTIVECORP
(Exact name of registrant as specified in charter)

jurisdiction	Delaware	0-20570	(State or other	59-271288	
Number)	(Commission	(IRS Employer	of incorporation)		File
	Identification No.)				
	555 West 18th Street, New York, NY	10011			
	(Address of principal executive offices)			(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 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Item 7.01 Regulation FD Disclosure.

On November 12, 2013, IAC/InterActiveCorp (the “Company” or the “Registrant”) announced that it intends to commence the distribution of a preliminary offering memorandum to potential investors relating to a proposed offering (the “Offering”) of \$500 million of senior notes (the “Notes”). The Company is disclosing under this Item 7.01 the information included in Exhibit 99.1.

The information furnished pursuant to Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 hereto) is being furnished and shall not be deemed “filed” under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be incorporated by reference into future filings by the Company under the Securities Act or under the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01. Other Events.

On November 12, 2013, the Company issued a press release announcing the commencement of the Offering. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Excerpts from Preliminary Offering Memorandum, dated November 12, 2013
99.2	Press Release of IAC/InterActiveCorp, dated November 12, 2013

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: *Senior Vice President and General Counsel*

Date: November 12, 2013

EXHIBIT INDEX

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**EXCERPTS FROM PRELIMINARY OFFERING MEMORANDUM,
DATED NOVEMBER 12, 2013**

**IAC/InterActiveCorp
Other financial data**

	Nine months ended September 30,		Years ended December 31,		
	2013	2012	2012	2011	2010
	(Dollars in thousands)				
Adjusted EBITDA(1)	\$448,226	\$359,080	\$497,445	\$365,126	\$253,476

(1) While Adjusted EBITDA is frequently used as a measure of operating performance, it is not necessarily compatible to other similarly titled captions of other companies due to potential inconsistencies in the method of calculation. Adjusted EBITDA should not be considered as a substitute for, nor superior to, GAAP measures. We present a reconciliation of Adjusted EBITDA to operating income below.

	Nine months ended September 30,		Years ended December 31,		
	2013	2012	2012	2011	2010
	(In thousands)				
Adjusted EBITDA	\$448,226	\$359,080	\$497,445	\$365,126	\$253,476
Less: Non-cash compensation expense	(38,848)	(65,258)	(85,625)	(88,588)	(84,280)
Less: Depreciation	(44,541)	(37,490)	(52,481)	(56,719)	(63,897)
Less: Amortization and impairment of intangibles	(45,247)	(18,058)	(35,771)	(22,057)	(27,472)
Less: Acquisition-related contingent consideration fair value adjustment	(6,339)	—	—	—	—
Less: Goodwill impairment	—	—	—	—	(28,032)
Operating income	<u>\$313,251</u>	<u>\$238,274</u>	<u>\$323,568</u>	<u>\$197,762</u>	<u>\$ 49,795</u>

IAC Announces Senior Notes Offering

NEW YORK, Nov. 12, 2013 /PRNewswire/ -- IAC (NASDAQ: IACI) announced today that it intends to commence an offering of \$500 million aggregate principal amount of senior notes (the "Notes") in a private offering (the "Offering"). The Notes will be guaranteed by certain subsidiaries of IAC. The maturity, interest rate and other terms of the Notes will be determined at the time of sale.

IAC plans to use the net proceeds of the Offering for general corporate purposes, which may include share repurchases and acquisitions.

The Offering will be made only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. The Notes will not be registered under the Securities Act and may not be offered or sold without registration unless an exemption from such registration is available. This notice is issued pursuant to Rule 135c of the Securities Act, and does not constitute an offer to sell the Notes, nor a solicitation for an offer to purchase the Notes.

About IAC

IAC (NASDAQ: IACI) is a leading media and internet company comprised of more than 150 brands and products, including Ask.com, About.com, Match.com, HomeAdvisor.com and Vimeo.com. Focused in the areas of search, applications, online dating, local and media, IAC's family of websites is one of the largest in the world, with more than a billion monthly visits across more than 30 countries. The Company is headquartered in New York City with offices in various locations throughout the U.S. and internationally. To view a full list of IAC's companies, please visit our website at www.iac.com.

This press release contains forward-looking statements regarding the future performance of IAC, within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to a variety of risks and uncertainties that could cause actual results to differ materially from current expectations. These risks and uncertainties include, but are not limited to, IAC's ability to consummate the Offering of the Notes. Additional cautionary statements regarding other risk factors that could have an effect on the future performance of IAC are contained in its filings with the SEC, including its reports on Forms 10-K, 10-Q and 8-K. IAC undertakes no obligation to release publicly the result of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.