

**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): **June 26, 2013**

**IAC/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.)

**555 West 18th Street, New York, NY**  
(Address of principal executive offices)

**10011**  
(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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) As described in Item 5.07 below, at IAC's annual meeting of stockholders held on June 26, 2013, stockholders approved the IAC/InterActiveCorp 2013 Stock and Annual Incentive Plan (the "2013 Stock Plan").

A brief description of the terms of the 2013 Stock Plan appears in Exhibit 99.1 hereto and is incorporated herein by reference. This description is qualified in its entirety by reference to the full text of the 2013 Stock Plan, which was filed as Appendix A to the Company's definitive proxy statement, dated May 10, 2013, and which is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

**Annual Meeting**

On June 26, 2013, IAC's annual meeting of stockholders was held. Stockholders present in person or by proxy, representing 65,529,234 shares of IAC common stock (entitled to one vote per share) and 5,789,499 shares of IAC Class B common stock (entitled to ten votes per share), voted on the following matters:

1. *Election of Directors*—stockholders elected the following fourteen directors of the Company to hold office until the next annual meeting of stockholders or until their successors have been duly elected and qualified.

Elected by holders of IAC common stock voting as a separate class:

	Number of Votes Cast in Favor	Number of Votes For Which Authority Was Withheld
Donald R. Keough	50,505,762	7,258,539
Bryan Lourd	56,884,609	879,692
Alan G. Spoon	56,881,932	882,369
Richard F. Zannino	56,884,462	879,839

Elected by holders of IAC common stock and IAC Class B common stock, voting together as a single class:

	Number of Votes Cast in Favor	Number of Votes For Which Authority Was Withheld
Gregory R. Blatt	115,038,105	621,186
Edgar Bronfman, Jr.	110,039,676	5,619,615
Chelsea Clinton	115,100,801	558,490
Sonali De Rycker	115,160,894	498,397
Barry Diller	112,030,231	3,629,060

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Michael D. Eisner	115,130,876	528,415
Victor A. Kaufman	115,022,761	636,530
Arthur C. Martinez	105,400,576	10,258,715
David Rosenblatt	108,740,119	6,919,172
Alexander von Furstenberg	114,986,596	672,695

In addition to the votes cast and withheld for each director nominee described above, there were 7,764,933 broker non-votes in connection with the election of each director nominee.

2. *The 2013 Stock Plan Proposal*— stockholders approved the 2013 Stock Plan, with stockholders eligible to vote voting as follows:

Number of Votes Cast in Favor	Number of Votes Cast Against	Number of Votes Abstaining
75,101,862	40,317,733	239,696

In addition to the votes cast for, cast against and abstaining described above, there were 7,764,933 broker non-votes in connection with the 2013 Stock Plan Proposal.

3. *The Auditor Ratification Proposal*— stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ended December 31, 2013, with stockholders eligible to vote voting as follows:

Number of Votes Cast in Favor	Number of Votes Cast Against	Number of Votes Abstaining
120,699,334	2,531,135	193,755

#### Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Summary of Certain Terms of the IAC/InterActiveCorp 2013 Stock and Annual Incentive Plan

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#### 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,  
 General Counsel and Secretary

Date: July 2, 2013

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**SUMMARY OF CERTAIN TERMS OF THE IAC/INTERACTIVECORP  
2013 STOCK AND ANNUAL INCENTIVE PLAN**

The principal features of the IAC/InterActiveCorp 2013 Stock and Annual Incentive Plan (the "2013 Stock Plan") are described below. This summary is qualified in its entirety by reference to the full text of the 2013 Stock Plan, a copy of which was filed as Appendix A to the Company's definitive proxy statement, dated May 10, 2013, and which is incorporated herein by reference.

**Administration**

The 2013 Stock Plan is administered by the Compensation and Human Resources Committee or such other committee of IAC's Board of Directors (the "Board") as the Board may from time to time designate (for purposes of this summary, the "Committee"). Among other things, the Committee has the authority to select individuals to whom awards may be granted, to determine the types of awards (as well as the number of shares of common stock to be covered by each such award) and to determine the terms and conditions of any such awards.

**Term**

Awards under the 2013 Stock Plan may be made for ten years following June 26, 2013 (the date on which IAC's stockholders approved the 2013 Stock Plan).

**Eligibility**

Awards may be granted under the 2013 Stock Plan to current or prospective officers, employees, directors and consultants of IAC and its subsidiaries and affiliates.

**Shares Subject to the 2013 Stock Plan**

*Overview.* The 2013 Stock Plan provides that the aggregate number of shares of our common stock that may be subject to awards under the 2013 Stock Plan cannot exceed 10,000,000. No participant may be granted, in each case during any calendar year, performance-based awards (other than stock options and SARs) intended to qualify under Section 162(m) of the Internal Revenue Code (the "Code") covering in excess of 2,000,000 shares or stock options and SARs covering in excess of 3,000,000 shares. The maximum number of shares that may be granted pursuant to incentive stock options is 10,000,000. The foregoing share limits are subject to adjustment in certain circumstances to prevent dilution or enlargement.

The shares subject to grant under the 2013 Stock Plan are to be made available from authorized but unissued shares or from treasury shares, as determined from time to time by the Board. To the extent that any award is forfeited or any option or SAR terminates, expires or lapses without being exercised or any award is settled for cash, the shares underlying such awards will again be available for awards under the 2013 Stock Plan. If the exercise price of any option and/or the tax withholding obligations relating to any award are satisfied by delivering shares (by either actual delivery or by attestation), only the number of shares issued net of the shares delivered or attested to will be deemed delivered for purposes of the limits in the plan. To the extent any shares subject to an award are withheld to satisfy the exercise price (in the case of

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an option) and/or the tax withholding obligations relating to such award, such shares are not deemed to have been delivered for purposes of the limits set forth in the plan.

As indicated above, several types of stock grants can be made under the 2013 Stock Plan. A summary of these grants is set forth below.

*Stock Options and SARs.* Stock options granted under the 2013 Stock Plan can either be incentive stock options ("ISOs") or nonqualified stock options. SARs granted under the 2013 Stock Plan can be granted either alone or in tandem with a stock option. The exercise price of options and SARs cannot be less than 100% of the fair market value of the stock underlying the options or SARs on the date of grant. Stock options and SARs cannot be repriced without stockholder approval. Optionees may pay the exercise price in cash or, if approved by the Committee, in shares (valued at their fair market value on the date of exercise) or a combination thereof, or by way of a "cashless exercise" through a broker approved by the Company or by withholding shares otherwise receivable on exercise. The term of options and SARs are as determined by the Committee, but a stock option may not have a term longer than ten years from the date of grant. The Committee determines the vesting and exercise schedule of options and SARs, which the Committee may waive or accelerate at any time, and the extent to which they will be exercisable after the award holder's employment terminates. Generally, unvested options and SARs terminate upon the termination of employment, and vested options and SARs will remain exercisable for one year after the award holder's death, disability or retirement and 90 days after the award holder's termination for any other reason. Vested options and SARs also terminate upon the optionee's termination for cause. Stock options and SARs are transferable only by will or by the laws of descent and distribution or pursuant to a qualified domestic relations order or, in the case of nonqualified stock options or SARs, as otherwise expressly permitted by the Committee, including, if so permitted, pursuant to a transfer to the participant's family members or to a charitable organization, whether directly or indirectly or by means of a trust or partnership or otherwise.

*Restricted Stock.* The 2013 Stock Plan provides for the award of shares that are subject to forfeiture and restrictions on transferability as set forth in the 2013 Stock Plan and as may be otherwise determined by the Committee. Except for these restrictions and any others imposed by the Committee, upon the grant of restricted stock, the recipient will have rights of a stockholder with respect to the restricted stock, including the right to vote the restricted stock and to receive all dividends and other distributions paid or made with respect to the restricted stock on such terms as will be set forth in the applicable award agreement. Unless otherwise determined by the Committee: (i) cash dividends on the shares that are the subject of the restricted stock award shall be automatically reinvested in additional restricted stock, held subject to the vesting of the underlying restricted stock, and (ii) dividends payable in shares shall be paid in the form of additional restricted stock, held subject to the vesting of the underlying restricted stock. Restricted stock granted under the 2013 Stock Plan may or may not be subject to performance conditions. During the restriction period set by the Committee, the recipient may not sell, transfer, pledge, exchange or otherwise encumber the restricted stock.

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*RSUs.* The 2013 Stock Plan authorizes the committee to grant RSUs. RSUs are awards denominated in shares that will be settled, subject to the terms and conditions of the RSUs, in an amount in cash, shares or both, based upon the fair market value of a specified number of shares. RSUs are not shares of our common stock and do not entitle the recipients to the rights of a stockholder. The award agreement for RSUs will specify whether, to what extent and on what terms and conditions the applicable participant will be entitled to receive current or delayed payments of cash, shares or other property corresponding to the dividends payable on the shares. RSUs granted under the 2013 Stock Plan may or may not be subject to performance conditions. The recipient may not sell, transfer, pledge or otherwise encumber RSUs granted under the 2013 Stock Plan prior to their vesting.

*Other Stock-Based Awards.* Other awards of shares and other awards that are valued in whole or in part by reference to, or are otherwise based on, shares, including unrestricted stock, dividend equivalents and convertible debentures, may be granted under the 2013 Stock Plan.

*Cash-Based Awards.* Cash-based awards may be granted under the 2013 Stock Plan. No participant may be granted a cash-based award that has an aggregate maximum payment value in any calendar year in excess of \$10.0 million if the award is intended to qualify as tax-deductible performance-based compensation under Section 162(m) of the Code.

## **Performance Goals**

The 2013 Stock Plan provides that performance goals may be established by the Committee in connection with the grant of any award under the 2013 Stock Plan. In the case of an award intended to qualify for the performance-based compensation exception of Section 162(m) of the Code, such goals will be based on the attainment of specified levels of one or more of the following measures: specified levels of earnings per share from continuing operations, net profit after tax, EBITDA, EBITA, gross profit, cash generation, unit volume, market share, sales, asset quality, earnings per share, operating income, revenues, return on assets, return on operating assets, return on equity, profits, total stockholder return (measured in terms of stock price appreciation and/or dividend growth), cost saving levels, marketing- spending efficiency, core non-interest income, change in working capital, return on capital, and/or stock price, with respect to the Company or any subsidiary, affiliate, division or department of the Company.

## **Change in Control**

Unless otherwise provided by the Committee in an award agreement or otherwise, in the event that, during the two-year period following a change in control, a participant's employment is terminated by IAC, other than for cause or disability, or a participant resigns for good reason:

- any SARs and stock options outstanding as of the date of termination of employment that were outstanding as of the date of the change in control will become fully exercisable and vested and will remain exercisable for the greater of: (i) the period that they would remain exercisable absent the change in control provision and (ii) the lesser of the original term or one year following such termination of employment;

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- the restrictions applicable to restricted stock will lapse, and such restricted stock will become free of all restrictions and fully vested and transferable; and
  - all RSUs will be considered to be earned and payable in full, any restrictions will lapse and such RSUs will be settled in cash or shares as promptly as practicable.

The Committee or Board may provide for different treatment in the event of a change in control, including vesting of awards upon a change in control.

## **Amendment and Discontinuance**

The 2013 Stock Plan may be amended, altered or discontinued by the Board, but no amendment, alteration or discontinuance may impair the rights of an optionee under an option or a recipient of a SAR, restricted stock award, RSU award or cash-based award previously granted without the consent of the optionee or recipient. Amendments to the 2013 Stock Plan will require stockholder approval to the extent such approval is required by law or the listing standards of the applicable exchange. The 2013 Stock Plan will terminate on June 26, 2023.

## **2013 Stock Plan Benefits**

All awards made under the 2013 Stock Plan are discretionary. Therefore, the benefits and amounts that will be received or allocated under the 2013 Stock Plan are not determinable at this time.

## **U.S. Federal Income Tax Consequences**

The following is a summary of certain federal income tax consequences of awards made under the 2013 Stock Plan based upon the laws in effect as of the date of the Current Report on Form 8-K. The discussion is general in nature and does not take into account a number of considerations which may apply in light of the circumstances of a particular participant under the 2013 Stock Plan. The income tax consequences under applicable state and local tax laws may not be the same as under federal income tax laws.

*Non-Qualified Stock Options.* A participant will not recognize taxable income when a non-qualified stock option is granted, and we will not be entitled to a tax deduction at such time. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in the case of employees) upon the exercise of a non-qualified stock option equal to the excess of the fair market value of the shares purchased over their exercise price, and we generally will be entitled to a corresponding deduction.

*Incentive Stock Options.* A participant will not recognize taxable income when an incentive stock option is granted. A participant will not recognize taxable income (except for purposes of the alternative minimum tax) upon the exercise of an incentive stock option. If the shares acquired upon the exercise of an incentive stock option are held for the longer of two years from the date the stock option was granted and one year from the date the shares were

transferred, any gain or loss arising from a subsequent disposition of such shares will be taxed as long-term capital gain or loss, and we will not be entitled to any deduction. If, however, such shares are disposed of within such two- or one-year periods, then in the year of such disposition the participant will recognize compensation taxable as ordinary income equal to the excess of the lesser of the amount realized upon such disposition and the fair market value of such shares on the date of exercise over the exercise price, and we generally will be entitled to a corresponding deduction. The excess of the amount realized through the disposition date over the fair market value of the stock on the exercise date will be treated as capital gain.

*SARs.* A participant will not recognize taxable income when a SAR is granted, and we will not be entitled to a tax deduction at such time. Upon the exercise of a SAR, a participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in the case of employees) equal to the fair market value of any shares delivered and the amount of cash paid by us, and we generally will be entitled to a corresponding deduction.

*Restricted Stock.* A participant will not recognize taxable income at the time shares of restricted stock are granted, and we will not be entitled to a tax deduction at such time, unless the participant makes an election under Section 83(b) of the Code to be taxed at grant. If such an election is made, the participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in the case of employees) at the time of the grant equal to the excess of the fair market value of the shares at such time over the amount, if any, paid for such shares. If such an election is not made, the participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in the case of employees) at the time the restrictions lapse in an amount equal to the excess of the fair market value of the shares at such time over the amount, if any, paid for such shares. The Company is entitled to a corresponding deduction at the time the ordinary income is recognized by the participant, except to the extent

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the deduction limits of Section 162(m) of the Code apply. In addition, a participant receiving dividends with respect to restricted stock for which the above-described election has not been made and prior to the time the restrictions lapse will recognize compensation taxable as ordinary income (and subject to income tax withholding in the case of employees), rather than dividend income. The Company will be entitled to a corresponding deduction, except to the extent the deduction limits of Section 162(m) of the Code apply.

*Restricted Stock Units.* A participant will not recognize taxable income when restricted stock units are granted, and we will not be entitled to a tax deduction at such time. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in the case of employees) at the time of settlement of the award equal to the fair market value of any shares delivered and the amount of cash paid by us, and we will be entitled to a corresponding deduction, except to the extent the deduction limits of Section 162(m) of the Code apply.

*Section 162(m) Limitations.* As explained above, Section 162(m) of the Code generally places a \$1 million annual limit on a Company's tax deduction for compensation paid to certain senior executives, other than compensation that qualifies as "performance-based compensation," as defined under Section 162(m) of the Code. The 2013 Stock Plan is designed so that stock options and SARs qualify for this exemption, and it also permits the Committee to grant other awards designed to qualify for this exception. However, the Committee reserves the right to grant awards that do not qualify for this exception, and, in some cases, the exception may cease to be available for some or all awards that otherwise so qualify. Thus, it is possible that Section 162(m) of the Code may disallow compensation deductions that would otherwise be available to the Company.

The general tax discussion above is intended for informational purposes only and not as tax guidance to participants in the 2013 Stock Plan. Participants are strongly urged to consult their own tax advisors regarding the federal, state, local, foreign and other tax consequences to them of participating in the 2013 Stock Plan.

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