

**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): **December 18, 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))

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

IAC/InterActiveCorp ("IAC") announced that it is reorganizing and that Gregory R. Blatt, the Company's Chief Executive Officer, has left the role of CEO and has become Chairman of the newly created Match Group, which will initially consist of IAC's Match businesses, Tutor.com, DailyBurn and IAC's investment in Skyllzone. In this capacity, Mr. Blatt will continue to report directly to Barry Diller, the Chairman and Senior Executive of IAC. In connection with this reorganization, on December 18, 2013, Mr. Blatt entered into a new employment arrangement with IAC. A summary of the key terms of Mr. Blatt's new employment agreement and related matters is set forth in Exhibit 99.1 hereto and incorporated herein by reference.

In addition, as of December 18, 2013, Mr. Blatt resigned as a member of IAC's Board of Directors. As a result of Mr. Blatt's changed role, he ceased to be an executive officer of IAC (as defined under the rules and regulations promulgated by the Securities and Exchange Commission).

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibits to this Form 8-K

Exhibit No.	Description
99.1	Summary of Key Terms of G. Blatt's Employment Arrangements

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: December 20, 2013

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Summary of Key Terms of G. Blatt's Employment Arrangements
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Summary of Key Terms

Effective Date	December 18, 2013 (the "Effective Date")
Title	Chairman of the Match Group (which will initially include IAC's Match businesses, Tutor.com, DailyBurn and IAC's investment in Skyllzone)
Employment Term	One year from the Effective Date, with automatic renewals for successive one year periods absent notice from Executive or IAC ninety (90) days before the end of the then current term
Base Salary	\$500,000
Annual Bonus	Eligible for discretionary annual bonuses, as determined by the IAC Compensation and Human Resources Committee
Equity Awards	<p>Executive will be awarded an option to purchase shares of common stock of each of Match.com, Tutor.com and DailyBurn (collectively, the "Subsidiary Options"), with an aggregate grant date value equal to 150% of the grant date value of equity awards previously granted to Executive in 2013, subject to Executive's forfeiture of all IAC options granted in May 2013, which represented 50% of the 2013 grant value.</p> <p>The subsidiary equity awards will vest in equal annual installments over three years commencing on the first anniversary of the Effective Date, subject to Executive's continued employment, and have other terms consistent with the Match.com options granted to Executive in 2009.</p> <p>In connection with Executive's new arrangements, 536,460 of his IAC options (granted in 2008) were exercised and settled in cash by IAC following execution of the employment agreement.</p>
Consequences of Termination	In the event of a termination of Executive's employment by IAC without cause or by Executive for good reason, (a) Executive will receive cash severance equal to twelve months' base salary and (b) all IAC equity awards and all Subsidiary Options that would have vested during the twelve months following the date of termination will vest (assuming pro-rated vesting for any cliff vesting awards), and any vested options will remain exercisable for eighteen months following termination.
Voluntary Termination in First Year	If, during the first year of the Term, Executive voluntarily resigns his position with the Company for any reason, Executive will be entitled to the same benefits to which he would be entitled under his employment agreement (as CEO of IAC) in effect prior to the Effective Date if Executive and IAC did not enter into this new arrangement, reduced by the

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amount of base salary that Executive earns after the Effective Date.

Restrictive Covenants	Executive has agreed to customary restrictive covenants, including a business non-compete and a prohibition on soliciting company employees and customers.
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