

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, 2023

IAC Inc.

(Exact name of registrant as specified in charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-39356  
(Commission  
File Number)

84-3727412  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	IAC	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

**Item 2.02 Results of Operations and Financial Condition.**

**Item 7.01 Regulation FD Disclosure.**

On August 8, 2023, the Registrant announced that it had released its results for the quarter ended June 30, 2023. The full text of the related press release, which is posted on the “Investor Relations” section of the Registrant’s website at <http://ir.iac.com/quarterly-results> and appears in Exhibit 99.1 hereto, is incorporated herein by reference.

Exhibit 99.1 is being furnished under both Item 2.02 “Results of Operations and Financial Condition” and Item 7.01 “Regulation FD Disclosure.”

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u><a href="#">Press Release of IAC Inc., dated August 8, 2023.</a></u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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 Inc.

By: /s/ KENDALL HANDLER

Name: Kendall Handler

Title: Executive Vice President & Chief Legal Officer

Date: August 8, 2023



## IAC REPORTS Q2 2023 – Q2 REVENUE OF \$1.1 BILLION

NEW YORK— August 8, 2023—IAC (NASDAQ: IAC) released its second quarter results today and separately posted a letter to shareholders from IAC CEO Joey Levin on the Investor Relations section of its website at [ir.iac.com](http://ir.iac.com).

**IAC SUMMARY RESULTS**

(\$ in millions except per share amounts)

	Q2 2023	Q2 2022	Growth
Revenue	\$ 1,111.6	\$ 1,362.6	-18%
Operating loss	(55.5)	(166.1)	67%
Unrealized loss on investment in MGM Resorts International	(32.4)	(825.3)	96%
Net loss	(89.0)	(869.1)	90%
Diluted loss per share	(1.07)	(10.02)	89%
Adjusted EBITDA	70.2	37.4	88%

See reconciliations of GAAP to non-GAAP measures beginning on page 13.

**Q2 2023 HIGHLIGHTS**

- **Dotdash Meredith** Digital revenue was \$212 million (down 10% year-over-year, improving from 15% declines in Q1 2023) and Print revenue was \$207 million (down 21% year-over-year, improving from 29% declines in Q1 2023).
  - o Operating loss of \$18 million improved 35% year-over-year and Adjusted EBITDA increased 38% to \$54 million (Q2 2022 included \$15 million of restructuring charges and transaction-related expenses).
- **Angi Inc.** revenue was \$375 million, reflecting the impact of the change to net revenue recognition for Services, which took effect January 1, 2023. On a pro forma net basis, revenue decreased 16% in Q2 2023 reflecting Ads and Leads revenue of \$292 million (down 14% year-over-year), 18% Services declines and 43% Roofing declines, partially offset by 17% International growth.
  - o Operating loss decreased 20% to \$17 million and Adjusted EBITDA increased 89% to \$18 million.
- **Emerging & Other** revenue decreased 8% year-over-year to \$148 million driven primarily by the sale of Bluecrew on November 9, 2022 (which was included in prior year results), partially offset by 48% growth from Vivian Health and 2% growth from Care.com.
  - o Operating income increased \$111 million to \$3 million and Adjusted EBITDA increased \$23 million to \$6 million. Q2 2022 operating loss included an \$87 million goodwill impairment at Mosaic Group and a \$10 million charge in connection with the Vivian Health equity raise in April 2022 (the latter also impacted Adjusted EBITDA).
- IAC hold 64.7 million shares of MGM Resorts International (“MGM”). IAC’s Net earnings (loss) and Diluted earnings (loss) per share reflect increases or decreases in MGM’s share price as unrealized gains and losses. As a result, Net earnings (loss) and Diluted earnings (loss) per share can be very volatile, which reduces their ability to be effective measures to assess operating performance. IAC’s stake in MGM was purchased for \$1.3 billion in 2020 and 2022 and is worth \$2.9 billion as of August 4, 2023.

**DISCUSSION OF FINANCIAL AND OPERATING RESULTS**

(\$ in millions, rounding differences may occur)

	<u>Q2 2023</u>	<u>Q2 2022</u>	<u>Growth</u>
<b>Revenue</b>			
Dotdash Meredith	\$ 414.0	\$ 489.5	-15%
Angi Inc.	375.1	515.8	-27%
Search	177.0	198.2	-11%
Emerging & Other	147.9	161.1	-8%
Intersegment eliminations	(2.4)	(2.0)	-21%
<b>Total Revenue</b>	<u>\$ 1,111.6</u>	<u>\$ 1,362.6</u>	<b>-18%</b>
<b>Operating (loss) income</b>			
Dotdash Meredith	\$ (17.8)	\$ (27.5)	35%
Angi Inc.	(16.7)	(20.9)	20%
Search	14.0	26.3	-47%
Emerging & Other	3.4	(107.8)	NM
Corporate	(38.3)	(36.3)	-6%
<b>Total Operating loss</b>	<u>\$ (55.5)</u>	<u>\$ (166.1)</u>	<b>67%</b>
<b>Adjusted EBITDA</b>			
Dotdash Meredith	\$ 54.1	\$ 39.2	38%
Angi Inc.	18.3	9.7	89%
Search	14.0	26.3	-47%
Emerging & Other	6.3	(17.1)	NM
Corporate	(22.5)	(20.7)	-9%
<b>Total Adjusted EBITDA</b>	<u>\$ 70.2</u>	<u>\$ 37.4</u>	<b>88%</b>

**Dotdash Meredith***Revenue*

	<u>Q2 2023</u>	<u>Q2 2022</u>	<u>Growth</u>
<i>(\$ in millions; rounding differences may occur)</i>			
Digital	\$ 212.0	\$ 234.5	-10%
Print	206.8	260.3	-21%
Intersegment eliminations	(4.7)	(5.3)	10%
Total	<u>\$ 414.0</u>	<u>\$ 489.5</u>	-15%

· Revenue decreased 15% to \$414.0 million reflecting:

o 10% Digital declines reflecting:

§ Declines in premium sold advertising and lower programmatic advertising revenue due to lower traffic, concentrated in the Entertainment and Finance categories

§ Lower licensing revenue related primarily to lower royalties earned from retail partners

§ Strength in affiliate commerce revenue, partially offset by performance marketing revenue declines concentrated primarily in the Finance and Health categories

o 21% Print declines driven by the reduction in the circulation of certain publications

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## Operating Income (Loss) and Adjusted EBITDA

(\$ in millions; rounding differences may occur)

	Q2 2023	Q2 2022	Growth
<b>Operating Loss</b>			
Digital	\$ 6.1	\$ 11.1	-45%
Print	(0.9)	(20.1)	95%
Other	(22.9)	(18.5)	-24%
Total	<u>\$ (17.8)</u>	<u>\$ (27.5)</u>	35%
<b>Adjusted EBITDA</b>			
Digital	\$ 50.8	\$ 51.3	-1%
Print	17.4	6.3	178%
Other	(14.2)	(18.4)	23%
Total	<u>\$ 54.1</u>	<u>\$ 39.2</u>	38%

· Operating loss decreased \$9.7 million to \$17.8 million reflecting:

o *Print* operating loss decreased \$19.2 million to \$0.9 million reflecting:

§ Adjusted EBITDA increasing \$11.1 million to \$17.4 million due to lower operating expenses related to lower circulation and \$8.9 million of restructuring charges and transaction-related expenses incurred in Q2 2022

§ \$7.4 million lower amortization of intangibles

o *Digital* operating income decreased \$5.0 million to \$6.1 million reflecting:

§ Adjusted EBITDA decreasing 1% to \$50.8 million due to:

· 10% lower revenue

· Partially offset by lower operating expenses and \$2.1 million of restructuring charges and transaction-related expenses incurred in Q2 2022

§ \$8.2 million higher amortization of intangibles

o *Other* operating loss increased \$4.4 million to \$22.9 million reflecting:

§ \$5.6 million higher depreciation

§ Adjusted EBITDA loss decreasing \$4.3 million to \$14.2 million due primarily to \$3.8 million of restructuring charges and transaction-related expenses incurred in Q2 2022

**Angi Inc.**

Please refer to the Angi Inc. Q2 2023 earnings release for further detail.

**Search**

- Revenue decreased 11% to \$177.0 million reflecting:
  - o An 8% decrease at Ask Media Group due to a reduction in marketing from affiliate partners driving fewer visitors to ad supported search and content websites
  - o A 26% decrease at Desktop (legacy desktop search software business)
- Operating income and Adjusted EBITDA decreased 47% to \$14.0 million driven by lower revenue

**Emerging & Other**

- Revenue decreased 8% to \$147.9 million reflecting:
    - o The sale of Bluecrew on November 9, 2022, which was included in the prior year period results
    - o Lower Mosaic Group revenue
    - o \$7.1 million higher IAC Films revenue (primarily from *Everything Everywhere All at Once*)
    - o 48% growth from Vivian Health
    - o Care.com revenue increasing 2% to \$87.6 million
  - Operating income was \$3.4 million compared to a loss of \$107.8 million in Q2 2022 reflecting:
    - o An \$86.7 million goodwill impairment at Mosaic Group in Q2 2022 as a result of the projected reduction in future revenue and profits from the business and lower trading multiples of a selected peer group of companies
    - o Adjusted EBITDA of \$6.3 million compared to a loss of \$17.1 million in Q2 2022 due primarily to:
      - § A charge at Vivian Health of \$9.8 million in Q2 2022 related to the sale of certain employee-held equity interests and the settlement of certain employee stock-based awards in conjunction with the equity raise at Vivian Health in April 2022
      - § Higher profits at Care and IAC Films and the sale of Bluecrew, which had losses in the prior year period
    - o \$1.6 million lower amortization of intangibles due primarily to Care.com
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**Corporate**

Operating loss increased \$2.0 million to \$38.3 million due primarily to \$1.8 million higher Adjusted EBITDA losses, driven primarily by higher compensation costs and professional fees, and \$1.1 million higher stock-based compensation expense, partially offset by \$0.8 million lower depreciation.

**Income Taxes**

The Company recorded an income tax benefit of \$24.3 million in Q2 2023 for an effective tax rate of 21%, which is the same as the statutory rate due primarily to nondeductible compensation expense offset by research credits. The Company recorded an income tax benefit of \$229.0 million in Q2 2022 for an effective tax rate of 21%, which is the same as the statutory rate due primarily to state taxes, largely offset by the non-deductible portion of the goodwill impairment at Mosaic Group.

**Free Cash Flow**

For the six months ended June 30, 2023, net cash provided by operating activities was \$128.3 million, a \$136.2 million increase year-over-year. Free Cash Flow increased \$101.7 million to \$20.1 million due primarily to favorable working capital and higher Adjusted EBITDA, partially offset by higher capital expenditures (reflecting \$80.3 million in 2023 for the purchase of the land under the IAC headquarters, partially offset by \$39.8 million lower capital expenditures at Angi).

(\$ in millions, rounding differences may occur)	<b>Six Months Ended June 30,</b>	
	<b>2023</b>	<b>2022</b>
Net cash provided by operating activities	\$ 128.3	\$ (7.9)
Capital expenditures	(108.1)	(73.6)
Free Cash Flow	<u>\$ 20.1</u>	<u>\$ (81.5)</u>

**CONFERENCE CALL**

IAC and Angi Inc. will host a conference call to answer questions regarding their second quarter results on Wednesday, August 9, 2023, at 8:30 a.m. Eastern Time. This conference call will include the disclosure of certain information, including forward-looking information, which may be material to an investor's understanding of IAC's and Angi Inc.'s businesses. The conference call will be open to the public at [ir.iac.com](http://ir.iac.com) and [ir.angi.com](http://ir.angi.com).

**LIQUIDITY AND CAPITAL RESOURCES**

As of June 30, 2023:

- IAC had 85.8 million common and Class B common shares outstanding.
- The Company had \$1.4 billion in cash and cash equivalents and marketable securities, of which IAC held \$813 million, Dotdash Meredith, Inc. held \$259 million, and Angi Inc. held \$371 million.
- The Company had \$2.1 billion in long-term debt, including the current portion, of which Dotdash Meredith, Inc. held \$1.6 billion and ANGI Group, LLC (a subsidiary of Angi Inc.) held \$500 million.
- IAC's economic interest in Angi Inc. was 83.9% and IAC's voting interest was 98.1%. IAC held 424.6 million shares of Angi Inc.
- IAC owned 64.7 million shares of MGM.

Dotdash Meredith, Inc. has a \$150 million revolving credit facility, which had no borrowings as of June 30, 2023, and currently has no borrowings.

In Q2 2023 Angi Inc. repurchased 1.1 million common shares for an aggregate of \$3.4 million (average price of \$3.22 per share).

As of June 30, 2023:

- IAC had 3.7 million shares remaining in its stock repurchase authorization.
- Angi Inc. had 14.0 million shares remaining in its stock repurchase authorization.

IAC and Angi Inc. may purchase their shares pursuant to their authorizations over an indefinite period on the open market and in privately negotiated transactions, depending on those factors management deems relevant at any particular time, including, without limitation, market conditions, share price and future outlook.

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**OPERATING METRICS***(rounding differences may occur)*

	<u>Q2 2023</u>	<u>Q2 2022</u>	<u>Growth</u>
<b><u>Dotdash Meredith</u></b>			
Revenue (\$ in millions)			
Digital Revenue	\$ 212.0	\$ 234.5	-10%
Print Revenue	206.8	260.3	-21%
Intersegment eliminations	(4.7)	(5.3)	10%
Total Revenue	<u>\$ 414.0</u>	<u>\$ 489.5</u>	-15%
<b><u>Angi Inc.</u></b>			
Revenue (\$ in millions)			
Ads and Leads	\$ 292.5	\$ 341.9	-14%
Services	29.9	108.2	-72%
Roofing	24.5	42.6	-43%
Intersegment eliminations	(1.0)	(1.9)	49%
Total Domestic	<u>\$ 345.8</u>	<u>\$ 490.8</u>	-30%
International	29.2	25.0	17%
Total Revenue	<u>\$ 375.1</u>	<u>\$ 515.8</u>	-27%
<i>Pro Forma Services Net Revenue</i>	<u>\$ 30.4</u>	<u>\$ 37.1</u>	-18%
<i>Total Pro Forma Angi Inc. Net Revenue</i>	<u>\$ 375.6</u>	<u>\$ 444.7</u>	-16%
<b><u>Metrics</u></b>			
Service Requests (in thousands)			
	6,862	8,631	-21%
Monetized Transactions (in thousands)			
	7,805	8,303	-6%
Transacting Service Professionals (in thousands)			
	207	264	-22%
<b><u>Search</u></b>			
Revenue (\$ in millions)			
Ask Media Group	\$ 157.3	\$ 171.6	-8%
Desktop	19.7	26.6	-26%
Total Revenue	<u>\$ 177.0</u>	<u>\$ 198.2</u>	-11%

*See metric definitions on page 17*

**DILUTIVE SECURITIES**

IAC has various dilutive securities. The table below details these securities as well as potential dilution at various stock prices (shares in millions; rounding differences may occur).

Share Price	Shares	Avg. Exercise Price	As of				
			8/4/23	70.00	75.00	80.00	85.00
Absolute Shares as of 8/4/23	82.8		82.8	82.8	82.8	82.8	82.8
Restricted stock, RSUs and non-publicly traded subsidiary denominated equity awards	5.3		0.6	0.6	0.6	0.6	0.6
Options	2.8	\$ 14.07	0.6	0.6	0.6	0.6	0.6
<b>Total Dilution</b>			<b>1.2</b>	<b>1.2</b>	<b>1.2</b>	<b>1.2</b>	<b>1.2</b>
% Dilution			1.4%	1.4%	1.4%	1.4%	1.4%
<b>Total Diluted Shares Outstanding</b>			<b>84.0</b>	<b>84.0</b>	<b>84.0</b>	<b>84.0</b>	<b>84.0</b>

The dilutive securities presentation is calculated using the methods and assumptions described below, which are different from those used for GAAP dilution, which is calculated based on the treasury stock method. In addition, absolute shares exclude 3 million shares of restricted stock because this award is unvested as of August 4, 2023.

The Company currently settles all equity awards on a net basis; therefore, the dilutive effect is presented as the net number of shares expected to be issued upon vesting or exercise, and in the case of options, assuming no proceeds are received by the Company. Any required withholding taxes are paid in cash by the Company on behalf of the employees. In addition, the estimated income tax benefit from the tax deduction received upon the vesting or exercise of these awards is assumed to be used to repurchase IAC shares. Assuming all awards were settled on August 4, 2023, withholding taxes paid by the Company on behalf of the employees upon net settlement would have been \$138.7 million (of which approximately 60% would be payable for awards currently vested and those vesting on or before June 30, 2024) assuming a stock price of \$65.53 and a 50% withholding rate. The table above assumes no change in the fair value estimate of the non-publicly traded subsidiary denominated equity awards from the values used at June 30, 2023. The number of shares ultimately needed to settle these awards and the cash withholding tax obligation may vary significantly as a result of the determination of the fair value of the relevant subsidiary. In addition, the number of shares required to settle these awards will be impacted by movement in the stock price of IAC.

**Angi Inc. Equity Awards and the Treatment of the Related Dilutive Effect**

Certain Angi Inc. equity awards can be settled either in IAC or Angi Inc. common shares at IAC's election. For purposes of the dilution calculation above, these awards are assumed to be settled in shares of Angi Inc. common stock; therefore, no dilution from these awards is included.

## GAAP FINANCIAL STATEMENTS

IAC CONSOLIDATED STATEMENT OF OPERATIONS  
(\$ in thousands except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Revenue	\$ 1,111,589	\$ 1,362,581	\$ 2,195,860	\$ 2,687,926
Operating costs and expenses:				
Cost of revenue (exclusive of depreciation shown separately below)	353,078	509,570	696,007	1,044,110
Selling and marketing expense	413,954	508,376	817,251	995,937
General and administrative expense	218,166	253,986	491,242	498,330
Product development expense	86,398	84,908	171,185	165,196
Depreciation	41,283	29,052	102,455	59,288
Amortization of intangibles	54,183	56,081	108,789	113,271
Goodwill impairment	-	86,748	-	86,748
Total operating costs and expenses	1,167,062	1,528,721	2,386,929	2,962,880
Operating loss	(55,473)	(166,140)	(191,069)	(274,954)
Interest expense	(39,077)	(23,517)	(77,249)	(45,429)
Unrealized (loss) gain on investment in MGM Resorts International	(32,362)	(825,305)	672,478	(1,012,635)
Other income (expense), net	10,985	(89,425)	34,734	(82,726)
<b>(Loss) earnings before income taxes</b>	<b>(115,927)</b>	<b>(1,104,387)</b>	<b>438,894</b>	<b>(1,415,744)</b>
Income tax benefit (provision)	24,297	228,988	(115,205)	299,452
<b>Net (loss) earnings</b>	<b>(91,630)</b>	<b>(875,399)</b>	<b>323,689</b>	<b>(1,116,292)</b>
Net loss attributable to noncontrolling interests	2,585	6,269	5,041	11,364
<b>Net (loss) earnings attributable to IAC shareholders</b>	<b>\$ (89,045)</b>	<b>\$ (869,130)</b>	<b>\$ 328,730</b>	<b>\$ (1,104,928)</b>
<b>Per share information attributable to IAC Common Stock and Class B common stock shareholders:</b>				
Basic (loss) earnings per share	\$ (1.07)	\$ (10.02)	\$ 3.77	\$ (12.73)
Diluted (loss) earnings per share	\$ (1.07)	\$ (10.02)	\$ 3.64	\$ (12.73)
<b>Stock-based compensation expense by function:</b>				
Cost of revenue	\$ 533	\$ 49	\$ 552	\$ 54
Selling and marketing expense	2,198	2,441	3,941	3,949
General and administrative expense	24,040	24,560	46,884	49,931
Product development expense	3,422	4,606	7,757	7,409
Total stock-based compensation expense	\$ 30,193	\$ 31,656	\$ 59,134	\$ 61,343

**IAC CONSOLIDATED BALANCE SHEET**  
**(\$ in thousands)**

	<b>June 30, 2023</b>	<b>December 31, 2022</b>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 1,326,988	\$ 1,417,390
Marketable securities	115,559	239,373
Accounts receivable, net	521,666	607,809
Other current assets	234,194	296,563
Total current assets	<u>2,198,407</u>	<u>2,561,135</u>
Capitalized software, equipment, buildings, land and leasehold improvements, net	494,627	510,614
Goodwill	3,033,112	3,030,168
Intangible assets, net	1,061,868	1,170,041
Investment in MGM Resorts International	2,842,661	2,170,182
Long-term investments	431,777	325,721
Other non-current assets	486,638	625,774
<b>TOTAL ASSETS</b>	<u>\$ 10,549,090</u>	<u>\$ 10,393,635</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>LIABILITIES:</b>		
Current portion of long-term debt	\$ 30,000	\$ 30,000
Accounts payable, trade	127,667	133,105
Deferred revenue	160,827	157,124
Accrued expenses and other current liabilities	715,700	759,759
Total current liabilities	<u>1,034,194</u>	<u>1,079,988</u>
Long-term debt, net	2,006,456	2,019,759
Deferred income taxes	178,295	76,276
Other long-term liabilities	517,865	617,843
Redeemable noncontrolling interests	34,778	27,235
Commitments and contingencies		
<b>SHAREHOLDERS' EQUITY:</b>		
Common Stock	8	8
Class B common stock	1	1
Additional paid-in-capital	6,312,394	6,295,080
Retained earnings (accumulated deficit)	63,711	(265,019)
Accumulated other comprehensive loss	(6,904)	(13,133)
Treasury stock	(252,502)	(85,323)
Total IAC shareholders' equity	<u>6,116,708</u>	<u>5,931,614</u>
Noncontrolling interests	660,794	640,920
Total shareholders' equity	<u>\$ 6,777,502</u>	<u>\$ 6,572,534</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u>\$ 10,549,090</u>	<u>\$ 10,393,635</u>

**IAC CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(\$ in thousands)**

	<b>Six Months Ended June 30,</b>	
	<b>2023</b>	<b>2022</b>
<b>Cash flows from operating activities:</b>		
Net earnings (loss)	\$ 323,689	\$ (1,116,292)
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:		
Unrealized (gain) loss on investment in MGM Resorts International	(672,478)	1,012,635
(Gains) losses on investments in equity securities and sales of businesses, net	(1,460)	14,440
Amortization of intangibles	108,789	113,271
Depreciation	102,455	59,288
Deferred income taxes	101,451	(306,428)
Non-cash lease expense (including right-of-use asset impairments)	72,506	28,802
Stock-based compensation expense	59,134	61,343
Provision for credit losses	48,608	51,710
Unrealized decrease (increase) in the estimated fair value of a warrant	7,731	(12,851)
Pension and postretirement benefit expense	636	79,080
Goodwill impairment	-	86,748
Other adjustments, net	(7,838)	13,016
Changes in assets and liabilities, net of effects of acquisitions and dispositions:		
Accounts receivable	30,325	(195)
Other assets	45,688	2,532
Operating lease liabilities	(39,576)	(32,059)
Accounts payable and other liabilities	(57,504)	(72,958)
Income taxes payable and receivable	2,453	(32)
Deferred revenue	3,645	10,045
<b>Net cash provided by (used in) operating activities</b>	<b>128,254</b>	<b>(7,905)</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures	(108,107)	(73,641)
Proceeds from sales of assets	28,890	164
Proceeds from maturities of marketable debt securities	325,000	-
Purchases of marketable debt securities	(197,017)	-
Purchases of investments	(103,555)	(1,036)
Net proceeds from the sales of businesses and investments	3,491	27,871
Purchases of investment in MGM Resorts International	-	(202,500)
Decrease in notes receivable	14,197	19,111
Other, net	9,901	4,766
<b>Net cash used in investing activities</b>	<b>(27,200)</b>	<b>(225,265)</b>
<b>Cash flows from financing activities:</b>		
Principal payments on Dotdash Meredith Term Loans	(15,000)	(15,000)
Debt issuance costs	-	(785)
Withholding taxes paid on behalf of IAC employees on net settled stock-based awards	(5,250)	(15,952)
Withholding taxes paid on behalf of Angi Inc. employees on net settled stock-based awards	(4,124)	(3,513)
Purchases of IAC treasury stock	(165,622)	(59,079)
Purchases of Angi Inc. treasury stock	(3,397)	(8,144)
Proceeds from the issuance of Vivian Health preferred shares, net of fees	-	34,700
Purchases of noncontrolling interests	-	(1,179)
Other, net	41	5,160
<b>Net cash used in financing activities</b>	<b>(193,352)</b>	<b>(63,792)</b>
<b>Total cash used</b>	<b>(92,298)</b>	<b>(296,962)</b>
Effect of exchange rate changes on cash and cash equivalents and restricted cash	1,724	(4,201)
<b>Net decrease in cash and cash equivalents and restricted cash</b>	<b>(90,574)</b>	<b>(301,163)</b>
Cash and cash equivalents and restricted cash at beginning of period	1,426,069	2,121,864
<b>Cash and cash equivalents and restricted cash at end of period</b>	<b>\$ 1,335,495</b>	<b>\$ 1,820,701</b>

**RECONCILIATIONS OF GAAP TO NON-GAAP MEASURES**  
*(\$ in millions; rounding differences may occur)*

**IAC RECONCILIATION OF OPERATING INCOME (LOSS) TO ADJUSTED EBITDA**

	For the three months ended June 30, 2023				
	Operating income (loss)	Stock-based compensation expense	Depreciation	Amortization of intangibles	Adjusted EBITDA
Dotdash Meredith					
Digital	\$ 6.1	\$ 2.1	\$ 7.3	\$ 35.4	\$ 50.8
Print	(0.9)	0.4	3.9	14.1	17.4
Other	(22.9)	3.1	5.7	-	(14.2)
Total Dotdash Meredith	(17.8)	5.6	16.9	49.5	54.1
Angi Inc.					
Ads and Leads	4.8	5.3	15.4	2.7	28.2
Services	(5.2)	1.2	5.7	-	1.7
Roofing	(1.3)	(0.2)	0.2	-	(1.3)
Other	(16.6)	3.5	-	-	(13.1)
International	1.6	0.3	0.9	-	2.8
Total Angi Inc.	(16.7)	10.1	22.2	2.7	18.3
Search	14.0	-	-	-	14.0
Emerging & Other	3.4	0.4	0.6	2.0	6.3
Corporate	(38.3)	14.1	1.7	-	(22.5)
Total	<u>\$ (55.5)</u>	<u>\$ 30.2</u>	<u>\$ 41.3</u>	<u>\$ 54.2</u>	<u>\$ 70.2</u>

	For the three months ended June 30, 2022					
	Operating income (loss)	Stock-based compensation expense	Depreciation	Amortization of intangibles	Goodwill Impairment	Adjusted EBITDA
Dotdash Meredith						
Digital	\$ 11.1	\$ 4.9	\$ 8.2	\$ 27.1	\$ -	\$ 51.3
Print	(20.1)	0.2	4.6	21.5	-	6.3
Other	(18.5)	-	0.1	-	-	(18.4)
Total Dotdash Meredith	(27.5)	5.1	12.9	48.7	-	39.2
Angi Inc.						
Ads and Leads	23.3	5.4	10.8	2.7	-	42.2
Services	(21.1)	4.5	1.7	1.0	-	(13.9)
Roofing	(3.8)	0.4	0.1	0.2	-	(3.1)
Other	(18.1)	3.0	-	-	-	(15.1)
International	(1.2)	0.1	0.8	-	-	(0.4)
Total Angi Inc.	(20.9)	13.4	13.4	3.8	-	9.7
Search	26.3	-	-	-	-	26.3
Emerging & Other	(107.8)	0.1	0.3	3.6	86.7	(17.1)
Corporate	(36.3)	13.0	2.5	-	-	(20.7)
Total	<u>\$ (166.1)</u>	<u>\$ 31.7</u>	<u>\$ 29.1</u>	<u>\$ 56.1</u>	<u>\$ 86.7</u>	<u>\$ 37.4</u>



## IAC RECONCILIATION OF OPERATING (LOSS) INCOME TO ADJUSTED EBITDA (continued)

For the six months ended June 30, 2023							
	Operating (loss) income	Stock-based compensation expense	Depreciation	Amortization of intangibles	Adjusted EBITDA		
Dotdash Meredith							
Digital	\$ (11.8)	\$ 3.8	\$ 12.6	\$ 70.7	\$ 75.2		
Print	(6.7)	0.5	6.5	28.4	28.7		
Other	(110.5)	6.4	31.2	-	(73.0)		
Total Dotdash Meredith	(129.1)	10.7	50.2	99.1	31.0		
Angi Inc.							
Ads and Leads	18.3	10.8	33.6	5.3	68.0		
Services	(17.6)	5.4	11.8	-	(0.5)		
Roofing	(0.9)	-	0.4	-	(0.5)		
Other	(31.5)	6.0	-	-	(25.5)		
International	4.6	0.8	1.8	-	7.2		
Total Angi Inc.	(27.2)	23.0	47.6	5.3	48.8		
Search	24.7	-	-	-	24.8		
Emerging & Other	14.8	0.7	1.3	4.3	21.1		
Corporate	(74.4)	24.8	3.3	-	(46.3)		
Total	\$ (191.1)	\$ 59.1	\$ 102.5	\$ 108.8	\$ 79.3		
For the six months ended June 30, 2022							
	Operating income (loss)	Stock-based compensation expense	Depreciation	Amortization of intangibles	Acquisition- related contingent consideration fair value adjustments	Goodwill Impairment	Adjusted EBITDA
Dotdash Meredith							
Digital	\$ 9.2	\$ 9.1	\$ 15.7	\$ 52.7	\$ (0.6)	\$ -	\$ 86.1
Print	(58.4)	0.3	10.2	43.8	-	-	(4.2)
Other	(34.5)	-	0.3	-	-	-	(34.2)
Total Dotdash Meredith	(83.8)	9.4	26.2	96.5	(0.6)	-	47.7
Angi Inc.							
Ads and Leads	38.8	10.3	22.1	5.3	-	-	76.5
Services	(46.8)	9.1	3.3	2.0	-	-	(32.5)
Roofing	(9.9)	1.2	0.3	0.3	-	-	(8.1)
Other	(31.1)	5.6	-	-	-	-	(25.6)
International	(5.8)	0.2	1.7	-	-	-	(3.8)
Total Angi Inc.	(54.8)	26.4	27.4	7.6	-	-	6.5
Search	51.4	-	-	-	-	-	51.4
Emerging & Other	(112.8)	0.1	0.7	9.1	-	86.7	(16.1)
Corporate	(74.9)	25.5	5.0	-	-	-	(44.4)
Total	\$ (275.0)	\$ 61.3	\$ 59.3	\$ 113.3	\$ (0.6)	\$ 86.7	\$ 45.1

**ANGI RECONCILIATION OF REPORTED REVENUE TO PRO FORMA NET REVENUE**

	<b>Three months ended</b>	
	<b>June 30, 2023</b>	<b>June 30, 2022</b>
<b>Services</b>		
Reported Revenue	\$ 29.9	\$ 108.2
Adjustment (a)	0.5	(71.1)
Pro Forma Services Net Revenue	<u>\$ 30.4</u>	<u>\$ 37.1</u>
<b>Total Angi Inc.</b>		
Reported Revenue	\$ 375.1	\$ 515.8
Services Adjustment (a)	0.5	(71.1)
Pro Forma Angi Inc. Net Revenue	<u>\$ 375.6</u>	<u>\$ 444.7</u>

(a) Q2 2023 reflects an adjustment to reported Services revenue for contracts entered into prior to January 1, 2023 which were reported as gross revenue in accordance with GAAP.

## **IAC PRINCIPLES OF FINANCIAL REPORTING**

IAC reports Adjusted EBITDA, Angi Inc. Pro Forma Net Revenue and Free Cash Flow, which are supplemental measures to U.S. generally accepted accounting principles (“GAAP”). These are among the primary metrics by which we evaluate the performance of our businesses and which our internal budgets are based and may impact management compensation. We believe that investors should have access to, and we are obligated to provide, the same set of tools that we use in analyzing our results. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. IAC endeavors to compensate for the limitations of the non-GAAP measures presented by providing the comparable GAAP measures with equal or greater prominence and descriptions of the reconciling items, including quantifying such items, to derive the non-GAAP measures. We encourage investors to examine the reconciling adjustments between the GAAP and non-GAAP measures, which are included in this release. Interim results are not necessarily indicative of the results that may be expected for a full year.

### ***Definitions of Non-GAAP Measures***

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA) is defined as operating income excluding: (1) stock-based compensation expense; (2) depreciation; and (3) acquisition-related items consisting of (i) amortization of intangible assets and impairments of goodwill and intangible assets, if applicable, and (ii) gains and losses recognized on changes in the fair value of contingent consideration arrangements. We believe this measure is useful for analysts and investors as this measure allows a more meaningful comparison between our performance and that of our competitors. Adjusted EBITDA has certain limitations because it excludes the impact of these expenses.

Angi Inc. Pro Forma Net Revenue reflects the revenue for Services jobs on a net basis for all periods presented for the Services segment and on a consolidated basis. Angi Inc. modified the Services terms and conditions so that the service professional, rather than Angi Inc., has the contractual relationship with the consumer to deliver the service and Angi Inc.'s performance obligation to the consumer is to connect them with the service professional. This change in contractual terms requires revenue be reported as the net amount of what is received from the consumer after deducting the amounts owed to the service professional providing the service effective for all arrangements entered into after December 31, 2022. We believe Pro Forma Net Revenue is useful for analysts and investors because it can enhance the comparability of revenue trends between periods and we use it for that purpose internally.

Free Cash Flow is defined as net cash provided by operating activities, less capital expenditures. We believe Free Cash Flow is useful to analysts and investors because it represents the cash that our operating businesses generate, before taking into account non-operational cash movements. Free Cash Flow has certain limitations in that it does not represent the total increase or decrease in the cash balance for the period, nor does it represent the residual cash flow for discretionary expenditures. For example, it does not take into account stock repurchases. Therefore, we think it is important to evaluate Free Cash Flow along with our consolidated statement of cash flows.

### **Non-Cash Expenses That Are Excluded from Adjusted EBITDA**

Stock-based compensation expense consists of expense associated with awards that were granted under various IAC stock and annual incentive plans and expense related to awards issued by certain subsidiaries of the Company. These expenses are not paid in cash and we view the economic costs of stock-based awards to be the dilution to our share base; we also include the related shares in our fully diluted shares outstanding for GAAP earnings per share using the treasury stock method. The Company is currently settling all stock-based awards on a net basis; IAC remits the required tax-withholding amounts for net-settled awards from its current funds.

Please see page 9 for a summary of our dilutive securities, including stock-based awards as of August 4, 2023, and a description of the calculation methodology.

Depreciation is a non-cash expense relating to our capitalized software, equipment, buildings and leasehold improvements and is computed using the straight-line method to allocate the cost of depreciable assets to operations over their estimated useful lives, or, in the case of leasehold improvements, the lease term, if shorter.

Amortization of intangible assets and impairments of goodwill and intangible assets are non-cash expenses related primarily to acquisitions. At the time of an acquisition, the identifiable definite-lived intangible assets of the acquired company, such as advertiser relationships, technology, licensee relationships, trade names, content, service professional relationships, customer lists and user base and subscriber relationships, are valued and amortized over their estimated lives. Value is also assigned to acquired indefinite-lived intangible assets, which comprise trade names and trademarks, and goodwill that are not subject to amortization. An impairment is recorded when the carrying value of an intangible asset or goodwill exceeds its fair value. We believe that intangible assets represent costs incurred by the acquired company to build value prior to acquisition and the related amortization and impairments of intangible assets or goodwill, if applicable, are not ongoing costs of doing business.

Gains and losses recognized on changes in the fair value of contingent consideration arrangements are accounting adjustments to report contingent consideration liabilities at fair value. These adjustments can be highly variable and are excluded from our assessment of performance because they are considered non-operational in nature and, therefore, are not indicative of current or future performance or the ongoing cost of doing business.

### **Metric Definitions**

#### *Dotdash Meredith*

**Digital Revenue** – Includes Advertising revenue, Performance Marketing revenue and Licensing and Other revenue.

(a) *Advertising revenue* – primarily includes revenue generated from display advertisements sold both directly through our sales team and via programmatic exchanges.

(b) *Performance Marketing revenue* – primarily includes revenue generated through affiliate commerce, affinity marketing channels, and performance marketing commissions. Affiliate commerce commission revenue is generated when Dotdash Meredith refers users to commerce partner websites resulting in a purchase or transaction. Affinity marketing programs market and place magazine subscriptions for both Dotdash Meredith and third-party publisher titles. Performance marketing commissions are generated on a cost-per-click or cost-per-action basis.

(c) *Licensing and Other revenue* – primarily includes revenue generated through brand and content licensing agreements. Brand licensing generates royalties from multiple long-term trademark licensing agreements with retailers, manufacturers, publishers and service providers. Content licensing royalties are earned from our relationship with Apple News + as well as other content distribution relationships.

**Print Revenue** – Primarily includes subscription, advertising, newsstand and performance marketing revenue.

#### *Angi Inc.*

**Ads and Leads Revenue** - Reflects domestic ads and leads revenue, including consumer connection revenue for consumer matches, revenue from service professionals under contract for advertising and membership subscription revenue from service professionals and consumers.

**Services Revenue** – Reflects domestic revenue from pre-priced offerings by which the consumer requests services through an Angi Inc. platform and Angi Inc. connects them with a service professional to perform the service.

**Roofing Revenue** – Reflects revenue from the roof replacement business offering by which the consumer purchases services directly from Angi Inc. and Angi Inc. engages a service professional to perform the service.

**International Revenue** – Reflects revenue generated within the International segment (consisting of businesses in Europe and Canada), including consumer connection revenue for consumer matches and membership subscription revenue from service professionals and consumers.

**Other** – Reflects costs for corporate initiatives, shared costs, such as executive and public company costs, and other expenses not allocated to the operating segments.

**Pro Forma Net Revenue** – From January 1, 2020 through December 31, 2022, Services recorded revenue on a gross basis. Effective January 1, 2023, Angi Inc. modified the Services terms and conditions so that the service professional, rather than Angi Inc., has the contractual relationship with the consumer to deliver the service and our performance obligation to the consumer is to connect them with the service professional. This change in contractual terms requires revenue to be reported as the net amount of what is received from the consumer after deducting the amounts owed to the service professional providing the service effective for all arrangements entered into after December 31, 2022. There is no impact to operating (loss) income or Adjusted EBITDA from the change in revenue recognition.

(a) *Pro Forma Services Net Revenue* – Reflects Services revenue on a net basis for all periods presented.

(b) *Pro Forma Angi Inc. Net Revenue* – Reflects Services revenue on a net basis for all periods presented and as reported revenue for the other segments, none of which had changes to their revenue recognition reporting.

#### *Metrics*

**Service Requests** - Reflect (i) fully completed and submitted domestic service requests for connections with Ads and Leads service professionals, (ii) contacts to Ads and Leads service professionals generated via the service professional directory from unique users in unique categories (such that multiple contacts from the same user in the same category in the same day are counted as one Service Request) and (iii) requests to book Services jobs in the period.

**Monetized Transactions** – Reflects (i) Service Requests that are matched to a paying Ads and Leads service professional in the period and (ii) completed and in-process Services jobs in the period; a single Service Request can result in multiple monetized transactions.

**Transacting Service Professionals** – The number of (i) Ads and Leads service professionals that paid for consumer matches or advertising and (ii) Services service professionals that performed a Services job, during the most recent quarter.

#### *Search*

**Ask Media Group Revenue** - Consists of revenue generated from advertising principally through the display of paid listings in response to search queries, as well as from display advertisements appearing alongside content on its various websites, and, to a lesser extent, affiliate commerce commission revenue.

**Desktop Revenue** - Consists of revenue generated by applications distributed through both direct-to-consumer marketing and business-to-business partnerships.

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## **OTHER INFORMATION**

### **Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995**

This press release and the IAC and Angi Inc. conference call, which will be held at 8:30 a.m. Eastern Time on Wednesday, August 9, 2023, may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as "anticipates," "estimates," "expects," "plans" and "believes," among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: IAC's future financial performance, business prospects and strategy, anticipated trends and prospects in the industries in which IAC's businesses operate and other similar matters. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others: (i) our ability to market our products and services in a successful and cost-effective manner, (ii) the display of links to websites offering our products and services in a prominent manner in search results, (iii) changes in our relationship with (or policies implemented by) Google, (iv) our continued ability to market, distribute and monetize our products and services through search engines, digital app stores, advertising networks and social media platforms, (v) the failure or delay of the markets and industries in which our businesses operate to migrate online and the continued growth and acceptance of online products and services as effective alternatives to traditional products and services, (vi) our continued ability to develop and monetize versions of our products and services for mobile and other digital devices, (vii) adverse economic events or trends that adversely impact advertising spending levels, (viii) the ability of our Digital business to successfully expand the digital reach of our portfolio of publishing brands, (ix) risks related to our Print business (declining revenue, increased paper and postage costs, reliance on a single supplier to print our magazines and potential increases in pension plan obligations), (x) our ability to establish and maintain relationships with quality and trustworthy service professionals and caregivers, (xi) the ability of Angi Inc. to successfully implement its brand initiative and expand Angi Services (its pre-priced offerings), while balancing the overall mix of service requests and directory services on Angi platforms, (xii) our ability to access, collect and use personal data about our users and subscribers, (xiii) our ability to engage directly with users, subscribers, consumers, service professionals and caregivers on a timely basis, (xiv) the ability of our Chairman and Senior Executive, certain members of his family and our Chief Executive Officer to exercise significant influence over the composition of our board of directors, matters subject to stockholder approval and our operations, (xv) risks related to our liquidity and indebtedness (the impact of our indebtedness on our ability to operate our business, our ability to generate sufficient cash to service our indebtedness and interest rate risk), (xvi) our inability to freely access the cash of Dotdash Meredith and /or Angi Inc. and their respective subsidiaries, (xvii) dilution with respect to investments in IAC and Angi Inc., (xviii) our ability to compete, (xix) adverse economic events or trends (particularly those that adversely impact consumer confidence and spending behavior), either generally and/or in any of the markets in which our businesses operate, as well as geopolitical conflicts, (xx) our ability to build, maintain and/or enhance our various brands, (xxi) the adverse impact of COVID-19 and other similar outbreaks on our businesses, (xxii) our ability to protect our systems, technology and infrastructure from cyberattacks and to protect personal and confidential user information (including credit card information), as well as the impact of cyberattacks experienced by third parties, (xxiii) the occurrence of data security breaches and/or fraud, (xxiv) increased liabilities and costs related to the processing, storage, use and disclosure of personal and confidential user information, (xxv) the integrity, quality, efficiency and scalability of our systems, technology and infrastructure (and those of third parties with whom we do business) and (xxvi) changes in key personnel. Certain of these and other risks and uncertainties are discussed in IAC's filings with the Securities and Exchange Commission. Other unknown or unpredictable factors that could also adversely affect IAC's business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, these forward-looking statements may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of IAC's management as of the date of this document. IAC does not undertake to update these forward-looking statements.

### **About IAC**

IAC (NASDAQ: IAC) builds companies. We are guided by curiosity, a questioning of the status quo, and a desire to invent or acquire new products and brands. From the single seed that started as IAC over two decades ago have emerged 11 public companies and generations of exceptional leaders. We will always evolve, but our basic principles of financially disciplined opportunism will never change. IAC is today comprised of category leading businesses including Angi Inc. (NASDAQ: ANGI), Dotdash Meredith and Care.com, among many others ranging from early stage to established businesses. IAC is headquartered in New York City with business locations worldwide.

### **Contact Us**

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