

**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): **July 9, 2008**

**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 obligation of the registrant under any of the following provisions:

- Written communication 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 8.01. Other Events.**

On July 9, 2008, IAC/InterActiveCorp ("IAC") extended the expiration of its previously announced cash tender offer for any and all of its outstanding 7% Senior Notes due 2013 (the "Notes") and of its related consent solicitation to amend the indenture governing the Notes. IAC issued a press release announcing the extensions, which appears in Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

IAC's 2008 Annual Meeting of Stockholders will be held on Friday, August 1, 2008, at 9:00 a.m., local time, at IAC's corporate headquarters, which are located at 555 West 18th Street, New York, New York 10011. This information, together with information regarding proposals to be considered at the 2008 Annual Meeting of Stockholders, can be found in the related definitive proxy statement filed with the SEC on July 10, 2008.

**ITEM 9.01. Financial Statements and Exhibits.**

(d)

**Exhibits to this Form 8-K**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of IAC/InterActiveCorp dated July 9, 2008

**SIGNATURE**

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.

Date: July 11, 2008

/s/ Greg Blatt

Name: Greg Blatt  
Title: Executive Vice President,  
General Counsel and Secretary

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**EXHIBIT INDEX**

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**IAC EXTENDS CONSENT TIME AND EXPIRATION TIME IN CONNECTION WITH ITS TENDER OFFER AND CONSENT SOLICITATION FOR ITS 7% SENIOR NOTES DUE 2013**

**NEW YORK — July 9, 2008** — IAC (NASDAQ: IACI) announced today, in connection with its previously announced cash tender offer for any and all of its outstanding 7% Senior Notes due 2013 (the “Notes”) (CUSIP Nos. 902984AD5 & 902984AC7 / ISINs US902984AD51, US902984AC78 & USU9033KAA26) and related consent solicitation to amend the indenture governing the Notes, that it is extending the Consent Time (as defined in the Offer to Purchase and Consent Solicitation Statement dated June 11, 2008 (the “Offer to Purchase”)) from 5:00 p.m., New York City time, on Wednesday, July 9, 2008, to 5:00 p.m., New York City time, on Wednesday, July 23, 2008, and is extending the Expiration Time (as defined in the Offer to Purchase) from Midnight, New York City time, on Wednesday, July 23, 2008, to Midnight, New York City time, on Wednesday, August 6, 2008. IAC also is extending the Price Determination Date (as defined in the Offer to Purchase) from July 9, 2008 to July 23, 2008. Holders who previously have tendered Notes do not need to retender their Notes or take any other action in response to these extensions.

Except for the extension of the Consent Time, Expiration Time and Price Determination Date as described above, the tender offer and consent solicitation and the Offer to Purchase and related Letter of Transmittal and Consent remain in full force and effect. The tender offer and consent solicitation are subject to the satisfaction of certain conditions, including (i) the Minimum Tender Condition, which requires that Notes representing not less than a majority in aggregate principal amount of Notes outstanding (excluding Notes owned by IAC or any of its affiliates) be validly tendered (and not validly withdrawn) prior to the Expiration Time; (ii) the Spin-Off Condition, which requires that all conditions precedent to the previously announced proposed spin-offs to IAC’s stockholders shall have been satisfied or waived by IAC and the distribution of shares of one or more of the companies to be spun-off shall have occurred prior to the Expiration Time; and (iii) the Indenture Condition, which requires that the supplemental indenture implementing the proposed amendments shall have been executed by the indenture trustee. Although the conditions to the tender offer and consent solicitation include the Spin-Off Condition, consummation of the tender offer and consent solicitation is not a condition precedent to any of the proposed spin-offs.

The tender offer will expire at Midnight, New York City time, on August 6, 2008, unless further extended or earlier terminated by IAC. The consent solicitation will expire at 5:00 p.m., New York City time, on July 23, 2008, unless further extended or earlier terminated by IAC. The yield on the Reference Security (as defined in the Offer to Purchase) will be calculated at 2:00 p.m. on July 23, 2008, unless the Price Determination Date is further extended or the tender offer and consent solicitation are earlier terminated by IAC. Except for the extensions described above, the complete terms and conditions of the tender offer and consent solicitation are described in the Offer to Purchase and related Letter of Transmittal and Consent.

IAC has retained Morgan Stanley & Co., Incorporated to act as the Dealer Manager for the tender offer and the Solicitation Agent for the consent solicitation. Questions regarding the tender offer and the consent solicitation may be directed to Morgan Stanley at (800) 624-1808 (toll-free) or (212) 761-1941 (collect) (Attn: Liability Management). Requests for documentation may be directed to MacKenzie Partners, Inc., the Information Agent for the tender offer and consent solicitation, at (800) 322-2885 (toll-free) or (212) 929-5500 (collect).

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell the Notes. This press release also is not a solicitation of consents to the proposed amendments to the indenture and the Notes. The tender offer and consent solicitation are being made solely by means of the tender offer and consent solicitation documents, including the Offer to Purchase that IAC has distributed to holders of Notes. The tender offer and consent solicitation are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

**Important Information**

The matters discussed herein contain forward-looking statements. These statements involve risks and uncertainties. Additionally, IAC is subject to other risks and uncertainties set forth in its filings with the Securities and Exchange Commission. These risks and uncertainties could cause actual results to differ materially from any forward-looking statements made herein.

**About IAC**

IAC operates leading and diversified businesses in sectors being transformed by the internet, online and offline... our mission is to harness the power of interactivity to make daily life easier and more productive for people all over the world. To view a full list of the companies of IAC please visit our website at <http://iac.com>.

**Contacts**

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