

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BLATT GREGORY R</u> (Last) (First) (Middle) <u>C/O IAC/INTERACTIVECORP</u> <u>555 WEST 18TH STREET</u> (Street) <u>NEW YORK NY 10011</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IAC/INTERACTIVECORP [IACI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001	12/01/2013		A ⁽¹⁾		97,566	A	\$0	372,060	D	
Common Stock, par value \$0.001	12/01/2013		F ⁽²⁾		54,462	D	\$57.21	317,598	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0	12/01/2013		D		97,566		12/01/2012 ⁽³⁾	12/01/2014 ⁽³⁾	Common Stock, par value \$0.001	97,566	\$0	93,750 ⁽⁴⁾	D	

Explanation of Responses:

- Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnote 3 below).
- Represents the withholding of shares of IAC common stock to cover the payment of taxes in connection with the vesting of restricted stock units.
- Represents an award of 375,000 restricted stock units granted pursuant to the Company's 2008 Stock and Annual Incentive Plan, 183,684 of which vested on December 1, 2012, 97,566 of which vested on December 1, 2013 and 93,750 of which are scheduled to vest on December 1, 2014 (subject to the satisfaction of certain performance-related conditions).
- Represents the maximum number of remaining restricted stock units that could vest pursuant to the terms of the award, which provide that the number of restricted units to be earned and vested on each vesting date will be determined by the ratio of: (i) the average of the closing prices of IAC Common Stock for the 20 trading days preceding the applicable vesting date, divided by (ii) the closing price of IAC Common Stock on the grant date; provided, however, that in no event shall the number of restricted stock units ultimately earned and vested over the life of the award be less than 125,000 or more than 375,000 in the aggregate.

Tanya M. Stanich as Attorney-in-Fact for Gregory R. Blatt 12/03/2013

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.