

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>03/05/2013</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	03/05/2013		A ⁽¹⁾		87,991	A	\$40.99	362,485	D	
Common Stock, par value \$0.001	03/05/2013		S ⁽²⁾		34,510	D	\$41.64 ⁽³⁾	327,975	D	
Common Stock, par value \$0.001	03/05/2013		S ⁽²⁾		53,481	D	\$42.24 ⁽³⁾	274,494	D	
Common Stock, par value \$0.001	03/06/2013		A ⁽¹⁾		80,561	A	\$42.61	355,055	D	
Common Stock, par value \$0.001	03/06/2013		S ⁽²⁾		80,561	D	\$42.38 ⁽³⁾	274,494	D	
Common Stock, par value \$0.001	03/07/2013		A ⁽¹⁾		79,955	A	\$42.3	354,499	D	
Common Stock, par value \$0.001	03/07/2013		S ⁽²⁾		79,955	D	\$42.33 ⁽³⁾	274,494	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					

Explanation of Responses:

- Represents shares of IAC common stock acquired directly from IAC/InterActiveCorp ("IAC") on March 5-7, 2013 in settlement of a compensation award (the "Match Award") made on February 18, 2009 in connection with the reporting person's appointment as CEO of Match.com. The payment made is based on a valuation of Match.com as a standalone business, and the terms of the Match Award provide IAC with the ability to settle the resulting value in either cash or shares of IAC common stock, at its election. IAC elected to settle in shares of stock.
- Represents the open market sale of the shares of IAC common stock received by the reporting person as described in footnote (1). The staggered exercises and sales were intended to minimize the differential (positive or negative) between the resulting value to the reporting person and what he would have received in the case of a cash settlement.
- The price reflects the weighted average of sales made at prices ranging from \$40.99 to \$41.98 (3/5/13), \$42.01 to \$42.49 (3/5/13), \$42.18 to \$42.84 (3/6/13) and \$42.44 to \$42.67 (3/7/13). The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp or any security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.

Tanya M. Stanich as Attorney-in-Fact for Gregory R. Blatt 03/07/2013

** 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.