SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] BLATT GREGORY R	2. Issuer Name **and** Ticker or Trading Symbol IAC/INTERACTIVECORP [IACI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

C/O IAC/INTERACTIVECORP

555 WEST 18TH STREET

(Street)

NEW YORK   NY   10011

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year) 05/03/2013

4. If Amendment, Date of Original Filed (Month/Day/Year)

X Director   10% Owner

X Officer (give title below)   Other (specify below)

CEO

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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			

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	Amount or Number of Shares				
Options to Purchase Common Stock[1]	$47.06	05/03/2013		A		352,037		05/03/2014[1]	05/03/2023[1]	Common Stock, par value $0.001	352,037	$0	352,037	D	
Restricted Stock Units[2]	$0	05/03/2013		A		84,998		05/03/2015[2]	05/03/2016[2]	Common Stock, par value $0.001	84,998	$0	84,998	D	

Explanation of Responses:

1. Represents stock options granted pursuant to the Company's 2008 Stock and Annual Incentive Plan, which vest in equal installments over four years on the anniversary of the grant date (May 3, 2013).

2. Represents restricted stock units granted pursuant to the Company's 2008 Stock and Annual Incentive Plan, which vest in two equal installments on the second and third anniversaries of the grant date (May 3, 2013).

Tanya M. Stanich as Attorney-in-Fact for Gregory R. Blatt   05/07/2013

** Signature of Reporting Person   Date