

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): **June 25, 2020**

MATCH GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37636
(Commission
File Number)

26-4278917
(IRS Employer
Identification No.)

8750 North Central Expressway, Suite 1400
Dallas, TX 75231
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(214) 576-9352**

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 (see General Instruction A.2. below):

- 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	Name of exchange on which registered
Common Stock, par value \$0.001	MTCH	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 5.07. Submission of Matters to a Vote of Security Holders.

On June 25, 2020, Match Group, Inc. (“Match”) held a special meeting of stockholders (the “Match Special Meeting”) to:

1. consider and vote on a proposal to adopt the Transaction Agreement, dated as of December 19, 2019 and amended as of April 28, 2020 and June 22, 2020 (as so amended, the “Transaction Agreement”), by and among IAC/InterActiveCorp (“IAC”), IAC Holdings, Inc., Valentine Merger Sub LLC and Match (the “Transaction Proposal”);
2. consider and vote on an advisory (non-binding) proposal to, following the separation of the businesses of Match from the remaining businesses of IAC pursuant to the Transaction Agreement (the “Separation”), classify the board of directors of IAC, which will be renamed “Match Group, Inc.” (“New Match”) and to allow New Match stockholders to vote on the election of the directors on a staggered three-year basis, rather than on an annual basis (the “New Match Board Classification Advisory Vote Proposal”);
3. consider and vote on an advisory (non-binding) proposal to, following the Separation, prohibit action by written consent of stockholders of New Match in lieu of a stockholder meeting, subject to any rights of holders of preferred stock (the “Prohibition of Stockholder Written Consent Advisory Vote Proposal”); and
4. approve one or more adjournments or postponements of the Match Special Meeting if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes at the time of the Match Special Meeting to adopt the Transaction Proposal (the “Match Adjournment Proposal”).

There were 74,223,779 shares of Match common stock (entitled to one vote per share) and 209,919,402 shares of Match Class B common stock (entitled to ten votes per share) outstanding and entitled to vote on the record date for the Match Special Meeting.

Pursuant to the terms of the Transaction Agreement, adoption of the Transaction Proposal, which was a condition to the completion of the transactions contemplated by the Transaction Agreement, required both (i) the affirmative vote of holders of at least a majority of the aggregate voting power of all outstanding shares of Match capital stock entitled to vote on the proposal, voting together as a single class, and (ii) the affirmative vote of holders of at least a majority of the aggregate voting power of all outstanding shares of Match capital stock entitled to vote on the proposal (other than any shares of Match capital stock owned, directly or indirectly, by IAC and its subsidiaries, the members of the IAC board of directors, any person that IAC has determined to be an “officer” of IAC within the meaning of Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the members of the Match board of directors, any person that Match has determined to be an “officer” of Match within the meaning of Rule 16a-1(f) of the Exchange Act, and the immediate family members of any of the foregoing), voting together as a single class (the “Disinterested Stockholders”).

At the Match Special Meeting, shares of Match capital stock constituting a quorum to conduct business were present in person or by proxy, and each of the proposals was approved by the requisite voting power of holders of Match capital stock.

The results for each matter voted on were as follows:

1. The Transaction Proposal:

Number of Votes FOR	Number of Votes AGAINST	Number of Votes ABSTAINED
2,159,609,575	32,666	19,474

2. The New Match Board Classification Advisory Vote Proposal:

Number of Votes FOR	Number of Votes AGAINST	Number of Votes ABSTAINED
2,131,236,967	28,379,341	45,407

3. The Prohibition of Stockholder Written Consent Advisory Vote Proposal:

Number of Votes FOR	Number of Votes AGAINST	Number of Votes ABSTAINED
2,135,713,313	23,872,569	75,833

As of the record date of the Match Special Meeting, the Disinterested Stockholders held 55,211,534 shares of Match common stock. The Transaction Proposal was approved by Disinterested Stockholders holding 41,594,128 shares of Match common stock, which represents approximately 75% of the voting power of Match common stock held by the Disinterested Stockholders.

A vote on the Match Adjournment Proposal was not necessary or appropriate because there were sufficient votes at the time of the Match Special Meeting to approve the Transaction Proposal. No other business properly came before the Match Special Meeting.

Item 8.01. Other Events.

Press Release

On June 25, 2020, Match and IAC issued a joint press release announcing the results of the Match Special Meeting, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Election Results

Under the terms of the Transaction Agreement, if the separation of IAC and Match is completed, each Match stockholder (other than IAC, Match or their wholly owned subsidiaries) will be entitled to receive, with respect to each share of Match common stock, one share of New Match common stock and, at each such stockholder's election, either:

- \$3.00 in cash (a "Cash Election"); or
- a fraction of a share of New Match common stock with a value of \$3.00, calculated based on the Match VWAP (as defined in the Transaction Agreement) (an "Additional Stock Election").

As of 5:00 p.m. New York City time on June 25, 2020, the election deadline, there were 5,228,526 Cash Elections and 23,236,301 Additional Stock Elections made and not withdrawn in respect of shares of Match common stock. Match stockholders who did not validly make an election are deemed to have made an Additional Stock Election with respect to their shares of Match common stock.

No Offer or Solicitation / Additional Information and Where To Find It

This communication is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

This communication is being made in respect of a proposed transaction involving IAC, New IAC, and Match. In connection with the proposed transaction, on April 28, 2020, IAC and New IAC filed with the Securities and Exchange Commission (the "SEC") an amendment to the joint registration statement on Form S-4 filed on February 13, 2020 (the "Form S-4") that includes a joint proxy statement of IAC and Match. The Form S-4 was declared effective by the SEC on April 30, 2020, and IAC and Match commenced mailing the joint proxy statement/prospectus to stockholders of IAC and stockholders of Match on or about May 4, 2020. Each party will file other documents regarding the proposed transaction with the SEC. IAC, New IAC and Match may file one or more other documents with the SEC. This communication is not a substitute for the joint proxy statement/prospectus or any other document that may be filed with the SEC in connection with the proposed transaction.

INVESTORS AND SECURITY HOLDERS OF IAC AND MATCH ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain these materials (when they are available) and other documents filed with the SEC free of charge at the SEC's website, www.sec.gov. Copies of documents filed with the SEC by IAC (when they become available) may be obtained free of charge on IAC's website at www.iac.com. Copies of documents filed with the SEC by Match (when they become available) may also be obtained free of charge on Match's website at www.mtch.com.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
Number**

Description

[99.1](#)

[Joint Press Release, dated June 25, 2020.](#)

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Inline XBRL for the cover page of this Current Report on Form 8-K

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.

MATCH GROUP, INC.

By: /s/ Jared Sine

Jared Sine

Chief Legal Officer and Secretary

Date: June 29, 2020



IAC and Match Group Stockholders Approve Separation of Match Group from IAC

NEW YORK and DALLAS, June 25, 2020—IAC (NASDAQ: IAC) (“IAC”) and Match Group, Inc. (NASDAQ: MTCH) (“Match Group”) today announced that at their respective stockholder meetings held today, IAC and Match Group stockholders voted to approve all proposals required to complete the separation of Match Group from the remaining businesses of IAC pursuant to the previously announced Transaction Agreement, dated as of December 19, 2019 and amended on April 28, 2020 and June 22, 2020 (the “Transaction Agreement”), by and among IAC, Match Group, IAC Holdings, Inc. (“New IAC”), and Valentine Merger Sub LLC, including a vote of a majority of the shares held by the disinterested stockholders of Match Group.

IAC and Match Group anticipate that the separation will be completed after the close of business on June 30, 2020, subject to the satisfaction or waiver of all closing conditions.

The final vote results on the proposals voted on at the IAC annual meeting and the Match Group special meeting will be set forth in separate Form 8-Ks filed by each of IAC and Match Group upon final certification by each company’s inspector of elections.

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 10 public companies and generations of exceptional leaders. We will always evolve, but our basic principles of financially-disciplined opportunism will never change. IAC today operates Vimeo, Dotdash and Care.com, among many others, and also has majority ownership of both Match Group, which includes Tinder, Match, PlentyOfFish, OkCupid and Hinge, and ANGI Homeservices, which includes HomeAdvisor, Angie’s List and Handy. The Company is headquartered in New York City and has business operations and satellite offices worldwide.

About Match Group

Match Group (NASDAQ: MTCH), through its portfolio companies, is a leading provider of dating products available globally. Our portfolio of brands includes Tinder®, Match®, Meetic®, OkCupid®, Hinge®, Pairs™, PlentyOfFish®, and OurTime®, as well as a number of other brands, each designed to increase our users’ likelihood of finding a meaningful connection. Through our portfolio companies and their trusted brands, we provide tailored products to meet the varying preferences of our users. Our products are available in over 40 languages to users all over the world.

No Offer or Solicitation / Additional Information and Where to Find It

This communication is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

This communication is being made in respect of a proposed transaction involving IAC, New IAC and Match Group. In connection with the proposed transaction, on April 28, 2020, IAC and New IAC filed with the Securities and Exchange Commission (the "SEC") an amendment to the joint registration statement on Form S-4 filed on February 13, 2020 (the "Form S-4") that includes a joint proxy statement of IAC and Match Group. The Form S-4 was declared effective by the SEC on April 30, 2020, and IAC and Match Group commenced mailing the joint proxy statement/prospectus to stockholders of IAC and stockholders of Match Group on or about May 4, 2020. Each party will file other documents regarding the proposed transaction with the SEC. IAC, New IAC and Match Group may file one or more other documents with the SEC. This communication is not a substitute for the joint proxy statement/prospectus or any other document that may be filed with the SEC in connection with the proposed transaction.

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Investors and security holders will be able to obtain these materials (when they are available) and other documents filed with the SEC free of charge at the SEC's website, www.sec.gov. Copies of documents filed with the SEC by IAC (when they become available) may be obtained free of charge on IAC's website at www.iac.com. Copies of documents filed with the SEC by Match Group (when they become available) may be obtained free of charge on Match Group's website at www.mtch.com.

Forward-Looking Statements

Certain statements and information in this communication may be deemed to be "forward-looking statements" within the meaning of the Federal Private Securities Litigation Reform Act of 1995. Forward-looking statements may include, but are not limited to, statements relating to IAC's and Match Group's anticipated financial performance, objectives, plans and strategies, and all statements (other than statements of historical facts) that address activities, events or developments that IAC and Match Group intend, expect, project, believe or anticipate will or may occur in the future. These statements are often characterized by terminology such as "believe," "hope," "may," "anticipate," "should," "intend," "plan," "will," "expect," "estimate," "project," "positioned," "strategy" and similar expressions, and are based on assumptions and assessments made by IAC's and Match Group's management in light of their experience and their perception of historical trends, current conditions, expected future developments, and other

factors they believe to be appropriate. IAC and Match Group undertake no duty to update or revise any such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are not guarantees of future performance. Whether actual results will conform to expectations and predictions is subject to known and unknown risks and uncertainties, including: risks and uncertainties discussed in the joint proxy statement/prospectus and other reports that IAC and Match Group have filed with the SEC, competition, Match Group's ability to maintain user rates on its higher-monetizing dating products, the companies' ability to attract users to their products and services through cost-effective marketing and related efforts, changes in the companies' relationship with (or policies implemented by) Google, foreign currency exchange rate fluctuations, Match Group's ability to distribute their products through third parties and offset related fees, the integrity and scalability of the companies' systems and infrastructure (and those of third parties) and the companies' ability to adapt their systems and infrastructure to changes in a timely and cost-effective manner, the companies' ability to protect their systems from cyberattacks and to protect personal and confidential user information, risks relating to certain of the companies' international operations and acquisitions, the impact of the outbreak of the COVID-19 coronavirus, or any subsequent or similar epidemic or pandemic, the risks inherent in separating Match Group from IAC, including uncertainties related to, among other things, the costs and expected benefits of the proposed transaction, the calculation of, and factors that may impact the calculation of, the exchange ratio at which shares of IAC capital stock will be converted into the right to receive new shares of the post-separation Match Group in connection with the transaction, the expected timing of the transaction or whether it will be completed, whether the conditions to the transaction can be satisfied or any event, change or other circumstance occurs that could give rise to the termination of the Transaction Agreement (including the failure to receive any required approvals from the stockholders of IAC and Match Group or any required regulatory approvals), any litigation arising out of or relating to the proposed transaction, the expected tax treatment of the transaction, and the impact of the transaction on the businesses of IAC and Match Group, and other circumstances beyond IAC's and Match Group's control. You should not place undue reliance on these forward-looking statements. For more details on factors that could affect these expectations, please see IAC's and Match Group's filings with the SEC, including the joint proxy statement/prospectus.

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SOURCE IAC; Match Group