

**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
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1. Name and Address of Reporting Person* <u>IAC/INTERACTIVECORP</u>  (Last) (First) (Middle) <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>Match Group, Inc. [ MTCH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/28/2016</u>	
		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 <sup>(1)</sup>	09/28/2016		j <sup>(1)</sup>		11,409	A	\$15.67 <sup>(2)</sup>	932,417	D	
Common stock, par value \$0.001 <sup>(1)</sup>	09/28/2016		j <sup>(1)</sup>		3,596	A	\$16.42 <sup>(3)</sup>	936,013	D	
Common stock, par value \$0.001 <sup>(1)</sup>	09/28/2016		j <sup>(1)</sup>		1,843	A	\$17.59	937,856	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)		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)					

**Explanation of Responses:**

- Represents shares of common stock issued to/acquired by IAC/InterActiveCorp ("IAC") as reimbursement for shares of IAC common stock issued in connection with the exercise of IAC stock options held by employees of Match Group, Inc. ("Match Group"), pursuant to the Employee Matters Agreement, dated November 24, 2015, between IAC and Match Group, as amended effective as of April 13, 2016.
- The price reflects a weighted average issuance price ranging from \$15.07 to \$15.75. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group, Inc. or a security holder of Match Group, Inc., information regarding the number of shares issued at each separate price.
- The price reflects a weighted average issuance price ranging from \$16.29 to \$16.50. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group, Inc. or a security holder of Match Group, Inc., information regarding the number of shares issued at each separate price.

Tanya M. Stanich, Assistant Secretary      09/30/2016

\*\* 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.