

IAC/INTERACTIVECORP
Form 11-K
June 22, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 11-K

ý **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR
ENDED DECEMBER 31, 2009**

or

o **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____
Commission file number 0-20570

A. FULL TITLE OF THE PLAN AND THE ADDRESS OF THE PLAN, IF DIFFERENT FROM THAT OF THE ISSUER NAMED BELOW:

IAC/InterActiveCorp Retirement Savings Plan

B. NAME OF ISSUER OF THE SECURITIES HELD PURSUANT TO THE PLAN AND THE ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICE:

**IAC/InterActiveCorp
555 West 18th Street
New York, New York 10011**

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REQUIRED INFORMATION

1. Not applicable.
2. Not applicable.
3. Not applicable.

4. The IAC/InterActiveCorp Retirement Savings Plan (the "Plan") is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). Attached hereto as Appendix I is a copy of the most recent financial statements and supplemental schedules of the Plan prepared in accordance with the financial reporting requirements of ERISA.

EXHIBITS

23.1 Consent of Ernst & Young LLP.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 22, 2010

IAC/InterActiveCorp Retirement Savings
Plan

By: /s/ DAVID BIRNBAUM

Plan Administrator

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Appendix I

Financial Statements and Supplemental Schedules

IAC/InterActiveCorp Retirement Savings Plan December 31, 2009 and 2008 and Year Ended December 31, 2009 with Report of Independent Registered Public Accounting Firm.

IAC/InterActiveCorp Retirement Savings Plan

**Financial Statements
and Supplemental Schedules
December 31, 2009 and 2008**

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Report of Independent Registered Public Accounting Firm

The Administrative Committee
IAC/InterActiveCorp Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of the IAC/InterActiveCorp Retirement Savings Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2009 and 2008, and the changes in its net assets available for benefits for the year ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at year end) as of December 31, 2009 and non-exempt transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ ERNST & YOUNG LLP

New York, New York
June 22, 2010

Table of Contents**IAC/InterActiveCorp Retirement Savings Plan****Statements of Net Assets Available for Benefits**

| | December 31, | |
|---|----------------------|-----------------------|
| | 2009 | 2008 |
| Assets | | |
| Cash | \$ 15,275 | \$ 9,828,876 |
| Investments, at fair value | 82,159,951 | 227,107,589 |
| Contributions receivable: | | |
| Participant | 113,081 | 1,218,391 |
| Employer | 45,173 | 475,247 |
| Total contributions receivable | 158,254 | 1,693,638 |
| | | |
| Net assets available for benefits, at fair value | 82,333,480 | 238,630,103 |
| Adjustment from fair value to contract value (for interest in common collective trust funds related to fully benefit-responsive investment contracts) | (53,436) | 1,436,020 |
| | | |
| Net assets available for benefits | \$ 82,280,044 | \$ 240,066,123 |

See accompanying notes to financial statements.

Table of Contents**IAC/InterActiveCorp Retirement Savings Plan****Statement of Changes in Net Assets Available for Benefits**

| | Year Ended December 31, 2009 |
|--|---|
| Additions to net assets attributed to: | |
| Net realized and unrealized appreciation in fair value of Plan investments | \$ 15,555,279 |
| Participant contributions | 14,430,632 |
| Employer contributions | 3,818,637 |
| Dividend, interest and other income | 1,655,452 |
| Transfers from other plans | 873,753 |
| Participant rollover contributions | 780,640 |
| Total additions | 37,114,393 |
| Deductions from net assets attributed to: | |
| Transfers to other plans | 186,860,431 |
| Benefits paid to participants | 7,510,973 |
| Administrative expenses | 529,068 |
| Total deductions | 194,900,472 |
| Net decrease in net assets available for benefits | (157,786,079) |
| Net assets available for benefits beginning of year | 240,066,123 |
| Net assets available for benefits end of year | \$ 82,280,044 |

See accompanying notes to financial statements.

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IAC/InterActiveCorp Retirement Savings Plan

Notes to Financial Statements

December 31, 2009 and 2008

1. Description of the Plan

The following description of the IAC/InterActiveCorp Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan documents for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all employees of IAC/InterActiveCorp ("IAC" or the "Company") and certain affiliated companies. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

During 2008, the Plan's record keeper and trustee were Fidelity Investments Institutional Operations Company, Inc. and Fidelity Management Trust Company, respectively. The Plan was amended on January 1, 2009 to reflect the appointment of Schwab Retirement Plan Services, Inc. ("SRPS") as Plan record keeper and Charles Schwab Trust Company, a division of Charles Schwab Bank, as trustee. In connection with this appointment and after a thorough review of Plan investments, most then current investment options under the Plan were changed to reflect the investment options offered by SRPS. SRPS is an affiliate of Charles Schwab & Co., Inc.

Contributions

Participants can make pre-tax contributions and/or Roth 401(k) contributions ranging from 1% to 50%, and after-tax contributions ranging from 1% to 10%, in each case, of their compensation (as defined in the Plan documents) through payroll deductions. Roth 401(k) contributions were introduced to the Plan for the pay period beginning October 1, 2009. Participant contributions are subject to the annual limitation established by the Internal Revenue Service ("IRS"). Participants can direct their contributions to any of the Plan's investment options and may generally change their investment options on a daily basis. All newly hired employees of the Company are automatically enrolled in the Plan, with pre-tax contributions of 3% directed into the various Alliance Bernstein Retirement Stock Funds based on their expected year of retirement commencing approximately 90 days after the date of hire. Newly hired employees are notified of their automatic enrollment in advance and may elect to change their investment option, contribution percentage or not to participate in the Plan prior to the first automatic deferral.

The Company contributes an amount equal to 50% of the first 6% of compensation that a participant contributes in each payroll period to the Plan. The Company may also make a discretionary contribution of funds annually, which, if applicable, would be determined by the Company's Board of Directors (or a Committee thereof). For the year ended December 31, 2009, the Company's matching contribution was \$3,818,637. No discretionary contributions were made to the Plan during the year ended December 31, 2009. Company matching contributions are directed to the investment options of the Plan based upon the respective participant's investment election.

Vesting

Participant contributions are fully vested at the time of contribution. Generally, Company matching contributions (plus actual earnings thereon) fully vest after two years of credited service. Certain participants who were employees in plans that were merged into the Plan have different vesting periods

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IAC/InterActiveCorp Retirement Savings Plan

Notes to Financial Statements (Continued)

December 31, 2009 and 2008

1. Description of the Plan (Continued)

for Company matching contributions. In these cases, participants should refer to the applicable merged Plan documents for a complete description of vesting provisions.

Eligibility

Participants 18 years of age or older are eligible to participate upon commencement of service (as defined in the Plan documents).

Participant Accounts

Each participant's account is credited with the participant's contribution and Company matching contribution as well as an allocation of Plan earnings. Allocations are based on participant account balances (as defined in the Plan documents). The benefit to which each participant is entitled is the vested portion of each such participant's account.

Forfeitures

Company matching contributions that do not vest become forfeitures. Forfeitures are first made available to reinstate previously forfeited account balances of qualifying participants who have left the Company and have subsequently returned, in accordance with applicable law. Remaining amounts, if any, are used to reduce prospective Company matching contributions, to fund corrective action necessary to remedy the failure of non-discrimination testing and to pay Plan expenses. Cumulative forfeited non-vested accounts totaled \$674,555 and \$2,176,590 at December 31, 2009 and 2008, respectively. The amount of forfeitures used to reduce Company matching contributions totaled \$1,195,486 for the year ended December 31, 2009.

Participant Loans

Generally, a participant may borrow from his/her account a minimum of \$1,000, up to a maximum equal to the lesser of (i) \$50,000 reduced by the highest outstanding loan balance within the last 12 months or (ii) 50% of his/her vested account balance. With the exception of loans used to purchase a primary residence, which can have terms of up to 15 years, loan terms are limited to a maximum of five years. Any loans that have been transferred into the Plan from a previous plan are subject to the initial terms of the loan. Loans are secured by the balance in the participant's account and bear interest at a rate commensurate with commercial prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through regular payroll deductions for actively employed participants. Upon termination of employment, any outstanding loans are due and payable within 90 days following the termination date.

Payment of Benefits

Upon a participant's retirement, death, disability or other interruption of continuous service, his/her entire vested account balance will be distributed unless the participant's vested account balance is more than \$5,000 and the participant elects to leave such amounts in the Plan. If the vested account balance does not exceed \$5,000 but is more than \$1,000, then such balance will be automatically transferred to a rollover IRA account unless the participant elects otherwise. If the vested account

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IAC/InterActiveCorp Retirement Savings Plan

Notes to Financial Statements (Continued)

December 31, 2009 and 2008

1. Description of the Plan (Continued)

balance is \$1,000 or less, then it will be distributed in the form of a lump sum payment to the participant. Participants reaching the age of 59^{1/2} may elect to withdraw some or all of their vested account balance while still employed. Participants' pre-tax contributions may be withdrawn earlier, subject to certain hardship withdrawal provisions of the Plan. Generally, participants who have made after-tax contributions may elect to withdraw some or all of their vested account balance with no limit on the number of withdrawals of this type. Terminated participants may elect to receive a distribution of their vested account balance, subject to income tax and early withdrawal penalties.

Plan Termination

Although the Company has expressed no intent to terminate the Plan, in the event that the Plan is terminated by the Company, all amounts credited to the participants' accounts would become 100% vested and the net assets would be distributed to participants.

Administrative Expenses

Substantially all of the administrative expenses are borne by the Plan unless the Company elects to pay such expenses.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Management Estimates

The preparation of the financial statements in accordance with U.S. generally accepted accounting principles requires the Plan's management to make estimates that affect amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

Investments

The Plan's investments are stated at fair value except for its investment in a common collective trust fund, which is valued at contract value. The shares of registered investment companies and the self-directed brokerage account are valued at quoted market prices at year end. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the Plan year. Participant loans are valued at their outstanding balances, which approximate fair value.

The Plan invests in investment contracts through its participation in the Schwab Stable Value Fund, a common collective trust fund. Investment contracts held by a defined contribution plan or by a fund within a defined contribution plan, such as those held by the Schwab Stable Value Fund, are required to be reported at fair value. However, contract value is the relevant measurement attribute for reporting investment contracts on the statement of changes in net assets available for benefits because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The accompanying statements of net assets available for benefits presents the fair value of the common collective trust fund as well as the adjustment of the fully benefit-

Table of Contents**IAC/InterActiveCorp Retirement Savings Plan****Notes to Financial Statements (Continued)****December 31, 2009 and 2008****2. Summary of Significant Accounting Policies (Continued)**

responsive common collective trust fund from fair value to contract value. The accompanying statement of changes in net assets available for benefits is prepared on a contract value basis. The fair value of the Plan's interest in the Schwab Stable Value Fund is based on the net asset value ("NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Purchases and sales of securities are recorded as of their trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

3. Investments

The Plan's investments (including investments purchased, sold and held during the year) appreciated in fair value as follows:

| | Year Ended December 31, 2009 |
|--|---|
| Investments in registered investment companies | \$ 15,128,252 |
| Investment in common collective trust fund | 234,697 |
| Investment in common stock | 192,330 |
| | |
| Total net realized and unrealized appreciation in fair value of Plan investments | \$ 15,555,279 |

The following are investments that represent 5% or more of the Plan's net assets:

| | December 31, | |
|--|---------------------|-------------|
| | 2009 | 2008 |
| Schwab Stable Value Fund | \$ 7,797,783 | \$ * |
| Fidelity Contrafund | 6,877,787 | 14,617,256 |
| Schwab S&P 500 Index Fund | 5,355,665 | * |
| Nicholas-Applegate International All Cap Growth Fund | 5,189,908 | * |
| Allianz NFJ International Value Institutional Fund | 4,679,011 | * |
| Alliance Bernstein 2040 Retirement Stock Fund | 4,361,801 | * |
| PIMCO Total Return D Fund | 4,138,900 | * |
| Fidelity Managed Income Portfolio II | * | 35,387,057 |
| Fidelity Spartan U.S. Equity Fund | * | 17,287,020 |
| Fidelity Equity Diversified International Fund | * | 13,365,102 |
| Fidelity Blue Chip Growth Fund | * | 12,283,728 |
| Fidelity Freedom 2030 Fund | * | 12,274,818 |
| Fidelity Investment Grade Bond Fund | * | 12,107,270 |

*

Fund not available to participants in respective period due to change in investment options, effective January 1, 2009.

Table of Contents**IAC/InterActiveCorp Retirement Savings Plan****Notes to Financial Statements (Continued)****December 31, 2009 and 2008****4. Fair Value Measurements**

The Plan categorizes its assets and liabilities measured at fair value into a fair value hierarchy that prioritizes the inputs used in pricing the asset or liability. The three levels of the fair value hierarchy are:

Level 1: Observable inputs such as quoted prices for identical assets and liabilities in active markets obtained from independent sources.

Level 2: Other inputs that are observable directly or indirectly, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active and inputs that are derived principally from or corroborated by observable market data. In determining fair value, the Plan's level 2 financial assets are primarily valued based on the value of the underlying investments.

Level 3: Unobservable inputs for which there is little or no market data and require the Plan to develop its own assumptions, based on the best information available in the circumstances, about the assumptions market participants would use in pricing the asset or liability.

The following tables present the Plan's assets that are measured at fair value on a recurring basis:

| | December 31, 2009 | | | |
|--|--|--|--|--|
| | Quoted Market Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Fair Value Measurements |
| Investments in registered investment companies | \$ 71,026,472 | \$ | \$ | \$ 71,026,472 |
| Investment in common collective trust fund | | 7,797,783 | | 7,797,783 |
| Investment in self-directed brokerage account | 1,520,999 | | | 1,520,999 |
| Investment in common stock | 947,167 | | | 947,167 |
| Participant loans | | | 867,530 | 867,530 |
| Total | \$ 73,494,638 | \$ 7,797,783 | \$ 867,530 | \$ 82,159,951 |

| | December 31, 2008 | | | |
|--|--|--|--|--|
| | Quoted Market Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Fair Value Measurements |
| Investments in registered investment companies | \$ 177,714,704 | \$ | \$ | \$ 177,714,704 |
| Investment in common collective trust fund | | 35,387,057 | | 35,387,057 |
| Investment in self-directed brokerage account | 2,258,307 | | | 2,258,307 |
| Investments in common stock | 2,846,744 | | | 2,846,744 |
| Participant loans | | | 8,900,777 | 8,900,777 |

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Total \$ 182,819,755 \$ 35,387,057 \$ 8,900,777 \$ 227,107,589

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Table of Contents**IAC/InterActiveCorp Retirement Savings Plan****Notes to Financial Statements (Continued)****December 31, 2009 and 2008****4. Fair Value Measurements (Continued)**

The following table presents the changes in the Plan's assets that are measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

| | Balance at January 1, 2009 | Purchases, sales, issuances and settlements, net | Balance at December 31, 2009 |
|-------------------|-------------------------------|--|---------------------------------|
| Participant Loans | \$ 8,900,777 | \$ (8,033,247) | \$ 867,530 |

5. Income Tax Status

The Plan received a determination letter from the IRS dated July 20, 2005, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan was amended subsequent to the receipt of this determination letter. A new request for a determination letter on the Plan's qualified status was submitted to the IRS in December 2007 and is currently pending. The Plan Administrator has indicated that it will take the necessary steps, if any, to maintain the Plan's qualified status.

6. Plan Mergers

Effective May 1, 2009, the Company, as permitted by the relevant Plan documents, merged the Lexico Publishing Group 401(k) Plan (the "Lexico" Plan); and effective November 4, 2009, merged the GarageGames.com Inc. 401(k) Plan (the "GarageGames" Plan), in each case, into the Plan. As a result of these mergers, all of the net assets available for benefits of the Lexico Plan and the GarageGames Plan were transferred into the Plan during 2009.

7. Transfers out

On August 20, 2008, the Company completed the separation of HSNi, Inc. ("HSNi"), Interval Leisure Group, Inc. ("ILG"), Ticketmaster Entertainment, Inc. ("Ticketmaster"), and Tree.com, Inc. ("Tree.com"), into separate independent public companies (each, a "Spinco" and collectively, the "Spinco's").

As a result of this transaction and pursuant to an Employee Matters Agreement, dated August 20, 2008, between the Company and each of the Spinco's, the Plan continued to cover substantially all employees of each Spinco until December 31, 2008, after which separate plans were established and maintained by each Spinco. During 2009, the net assets available for benefits of the respective Spinco's were transferred from the Plan into the Spinco plans as summarized below:

| | | |
|-----------------------------------|--------------|-----------------------|
| Net assets available for benefits | HSNi | \$ 80,406,400 |
| Net assets available for benefits | ILG | 43,188,078 |
| Net assets available for benefits | Ticketmaster | 46,303,889 |
| Net assets available for benefits | Tree.com | 16,962,064 |
| Total | | \$ 186,860,431 |

Table of Contents**IAC/InterActiveCorp Retirement Savings Plan****Notes to Financial Statements (Continued)****December 31, 2009 and 2008****8. Related-Party Transactions**

Certain Plan investments consist of common stock of IAC, the Plan sponsor, and shares of registered investment companies and a common collect trust managed by SRPS, the Plan's record keeper. Therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the recordkeeping and administrative services amounted to \$482,068 for the year ended December 31, 2009.

9. Certain Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the statements of net assets available for benefits between the financial statements and Form 5500:

| | December 31, | |
|---|---------------------|----------------|
| | 2009 | 2008 |
| Net assets available for benefits per the financial statements | \$82,280,044 | \$ 240,066,123 |
| Adjustment from fair value to contract value (for interest in common collective trust funds related to fully benefit-responsive investment contracts) | 53,436 | (1,436,020) |
| Net assets available for benefits per Form 5500 | \$82,333,480 | \$ 238,630,103 |

The following is a reconciliation of the statement of changes in net assets available for benefits between the financial statements and Form 5500:

| | Year Ended |
|---|--------------------------|
| | December 31, 2009 |
| Total additions per the financial statements | \$ 37,114,393 |
| Change in adjustment from fair value to contract value (for interest in common collective trust funds related to fully benefit-responsive investment contracts) | 1,489,456 |
| Total income per Form 5500 | \$ 38,603,849 |

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**IAC/InterActiveCorp Retirement Savings Plan
Supplemental Schedules
E.I.N. 59-2712887 Plan No.: 001
Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2009**

| (a) | (b) Identity of Issuer, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (e) Current Value |
|-----|--|--|----------------------|
| * | Schwab Stable Value Fund | Common Collective Trust Fund | \$ 7,797,783 |
| | Fidelity Contrafund | Registered Investment Company | 6,877,787 |
| * | Schwab S&P 500 Index Fund | Registered Investment Company | 5,355,665 |
| | Nicholas-Applegate International All Cap Growth Fund | Registered Investment Company | 5,189,908 |
| | Allianz NFJ International Value Institutional Fund | Registered Investment Company | 4,679,011 |
| | Alliance Bernstein 2040 Retirement Stock Fund | Registered Investment Company | 4,361,801 |
| | PIMCO Total Return D Fund | Registered Investment Company | 4,138,900 |
| | Allianz OCC Growth Administrative Fund | Registered Investment Company | 3,885,897 |
| | BlackRock U.S. Opportunities Fund | Registered Investment Company | 3,450,107 |
| | Alliance Bernstein 2035 Retirement Stock Fund | Registered Investment Company | 3,158,276 |
| | Hartford Capital Appreciation II Fund | Registered Investment Company | 2,990,439 |
| | Alliance Bernstein 2030 Retirement Stock Fund | Registered Investment Company | 2,557,336 |
| | Columbia Small Cap Growth Fund | Registered Investment Company | 2,491,604 |
| | Fidelity Low-Priced Stock Fund | Registered Investment Company | 2,440,133 |
| | Royce Low-Priced Stock Fund | Registered Investment Company | 2,264,346 |
| | Alliance Bernstein 2045 Retirement Stock Fund | Registered Investment Company | 2,174,591 |
| | Janus Adviser Perkins Mid Cap Value Fund | Registered Investment Company | 2,115,156 |
| | BlackRock Equity Dividend Fund | Registered Investment Company | 2,112,095 |
| | Loomis Sayles Investment Grade Bond Fund | Registered Investment Company | 2,009,393 |
| | Alliance Bernstein 2020 Retirement Stock Fund | Registered Investment Company | 1,776,253 |
| | Personal Choice Retirement Account | Self-Directed Brokerage Account | 1,520,999 |
| | Allianz NFJ Small Cap Value Institutional Fund | Registered Investment Company | 1,332,512 |
| | Alliance Bernstein 2050 Retirement Stock Fund | Registered Investment Company | 1,229,858 |
| | Alliance Bernstein 2025 Retirement Stock Fund | Registered Investment Company | 1,195,705 |
| * | IAC/InterActiveCorp Common Stock Fund | Stock Fund | 947,167 |
| | Artio International Equity Fund | Registered Investment Company | 859,135 |
| | Lazard Emerging Markets Open Equity Fund | Registered Investment Company | 548,128 |
| | Columbia Acorn International Fund | Registered Investment Company | 456,733 |
| | Alliance Bernstein 2010 Retirement Stock Fund | Registered Investment Company | 401,563 |
| | Alliance Bernstein 2015 Retirement Stock Fund | Registered Investment Company | 276,257 |
| | AIM Global Real Estate Fund | Registered Investment Company | 266,956 |
| | Alliance Bernstein 2000 Retirement Stock Fund | Registered Investment Company | 264,093 |
| | U.S. Property Fund | Registered Investment Company | 60,786 |
| | Alliance Bernstein 2055 Retirement Stock Fund | Registered Investment Company | 54,102 |
| | Alliance Bernstein 2005 Retirement Stock Fund | Registered Investment Company | 51,946 |
| | Loan Fund | Interest rates ranging from 4.25%- 9.25% with maturity dates through | |
| * | | November 14, 2023 | 867,530 |
| | Total investments, at fair value | | \$ 82,159,951 |

*

Party-in-interest as defined by ERISA.

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Note: Cost information has not been included in column (d), because all investments are participant-directed.

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IAC/InterActiveCorp Retirement Savings Plan
E.I.N. 59-2712887 Plan No.: 001
Schedule G, Part III Schedule of Non-Exempt Transactions
Year Ended December 31, 2009

| (a) Identity of Party Involved | (b) Relationship to Plan, Employer, or Other Party-in-Interest | (c) Description of Transactions Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (h) Cost of Asset |
|-----------------------------------|---|---|----------------------|
| Ask Network | Employer | Late remittance of participant contributions for multiple pay periods made November 3, 2009 | \$ 6,395 |
| Evite | Employer | Late remittance of participant contributions for multiple pay periods made November 3, 2009 | \$ 3,034 |
| Mindspark | Employer | Late remittance of participant contributions for multiple pay periods made November 3, 2009 | \$ 229 |

Note: Columns (d) through (g), (i) and (j) are not applicable.