

IAC/INTERACTIVECORP

Form 4

June 18, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KEOUGH DONALD R /NY

(Last) (First) (Middle)

711 FIFTH AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IAC/INTERACTIVECORP [IACI]

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

06/15/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock, par value \$0.001 ⁽¹⁾	06/15/2013		M ⁽¹⁾	3,548 A \$ 0	140,043	D	
Common Stock, par value \$0.001 ⁽¹⁾	06/16/2013		M ⁽¹⁾	2,393 A \$ 0	142,436 ⁽²⁾	D	
Common Stock, par value \$0.001 ⁽³⁾					500 ⁽³⁾	I	By spouse

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)
Restricted Stock Units ⁽¹⁾	\$ 0	06/15/2013		M ⁽¹⁾	3,548	06/15/2011 ⁽⁴⁾ 06/15/2013 ⁽⁴⁾	Common Stock, par value \$0.001
Restricted Stock Units ⁽¹⁾	\$ 0	06/16/2013		M ⁽¹⁾	2,393	06/16/2012 ⁽⁵⁾ 06/16/2014 ⁽⁵⁾	Common Stock, par value \$0.001

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KEOUGH DONALD R /NY 711 FIFTH AVENUE NEW YORK, NY 10022	X

Signatures

Joanne Hawkins as Attorney-in-Fact for Donald Keough

06/18/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents shares of IAC common stock acquired upon the vesting of restricted stock units (see footnotes 4 and 5 below).

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- (2) Includes (i) 117,255 shares of IAC Common Stock and (ii) 25,181 share units accrued under the Non-Employee Director Deferred Compensation Plan as the date of this report.
- (3) The reporting person disclaims beneficial ownership of these shares of IAC Common Stock.
- (4) Represents restricted stock units granted under the Company's 2008 Stock and Annual Incentive Plan, which vest in three equal installments on the anniversary of the grant date (June 15, 2010).
- (5) Represents restricted stock units granted under the Company's 2008 Stock and Annual Incentive Plan, which vest in three equal installments on the anniversary of the grant date (June 16, 2011).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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