

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Mateen Justin</u> _____ (Last) (First) (Middle) <u>C/O WILSON SONSINI GOODRICH & ROSATI</u> <u>633 W 5TH ST., SUITE 1550</u> _____ (Street) <u>LOS ANGELES CA 90071</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>08/03/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/03/2017		X		0 ⁽¹⁾⁽²⁾	A	\$0.06	250	I	By the Justin Mateen Trust
Common stock, par value \$0.001	08/03/2017		X		0 ⁽¹⁾⁽²⁾	A	\$0.27	250	I	By the Justin Mateen Trust
Common stock, par value \$0.001	08/03/2017		X		0 ⁽¹⁾⁽²⁾	A	\$0.54	250	I	By the Justin Mateen Trust
Common stock, par value \$0.001	08/03/2017		X		0 ⁽¹⁾⁽²⁾	A	\$0.8	250	I	By the Justin Mateen Trust
Common stock, par value \$0.001	08/03/2017		X		0 ⁽¹⁾⁽²⁾	A	\$1.07	250	I	By the Justin Mateen Trust
Common stock, par value \$0.001	08/03/2017		X		0 ⁽¹⁾⁽²⁾	A	\$1.58	250	I	By the Justin Mateen Trust

**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
Stock Option (right to buy)	\$0.06	08/03/2017		X			476,159	07/13/2017 ⁽³⁾	08/12/2017	Common Stock	476,159	\$0	0	D	
Stock Option (right to buy)	\$0.27	08/03/2017		X			101,623	07/13/2017 ⁽³⁾	08/12/2017	Common Stock	101,623	\$0	0	D	
Stock Option (right to buy)	\$0.54	08/03/2017		X			101,623	07/13/2017 ⁽³⁾	08/12/2017	Common Stock	101,623	\$0	0	D	
Stock Option (right to buy)	\$0.8	08/03/2017		X			101,623	07/13/2017 ⁽³⁾	08/12/2017	Common Stock	101,623	\$0	0	D	
Stock Option (right to buy)	\$1.07	08/03/2017		X			101,623	07/13/2017 ⁽³⁾	08/12/2017	Common Stock	101,623	\$0	0	D	
Stock Option (right to buy)	\$1.58	08/03/2017		X			58,719	07/13/2017 ⁽³⁾	08/12/2017	Common Stock	58,719	\$0	100,000	D	

Explanation of Responses:

- As disclosed in Table II, the Reporting Person exercised stock options in respect of shares of common stock, par value \$0.001 per share, of the Issuer (the "Match Common Stock"). Such stock options, as reported in footnote 3, may be settled at the election of the Issuer in shares of Match Common Stock or (until such time as IAC/InterActiveCorp, a Delaware corporation ("IAC"), ceases to own shares representing a majority of the combined voting power of the Issuer's outstanding Match Common Stock, Class B Common Stock, par value \$0.001 per share ("Class B Common Stock"), and Class C Common Stock, par value \$0.001 per share ("Class C Common Stock")) shares of common stock, par value \$0.001 per share, of IAC (the "IAC Common Stock"), if the Reporting Person elects to "net settle" such options by having shares withheld to cover the exercise price and any applicable withholding taxes. (continued in footnote 2)
- (continued from footnote 1) The Reporting Person elected "net settlement" with respect to the exercised stock options described in Table II, and the Issuer elected to effectuate such settlement in shares of IAC Common Stock. The Issuer initially issued 76,102 shares of IAC Common Stock to the Reporting Person after withholding shares in respect of the aggregate exercise price and applicable tax withholding, but corrected the net settlement to consist of 85,928 shares of IAC Common Stock. In addition, the Issuer paid the Reporting Person \$92.76 in cash in lieu of issuing a fractional share. The foregoing settlement was based on the closing price of a share of IAC Common Stock on August 3, 2017, which was \$111.59. The Reporting Person did not acquire any shares of Match Common Stock as a result of the exercise of stock options disclosed in Table II.
- 100% of the shares subject to the options were vested as of July 13, 2017. The options may be settled (i) at the election of the Issuer, in shares of Match Common Stock or (until such time as IAC ceases to own shares representing a majority of the combined voting power of the Issuer's outstanding Match Common Stock, Class B Common Stock, and Class C Common Stock) shares of IAC Common Stock, if the Reporting Person elects to "net settle" such options by having shares withheld to cover the exercise price and any applicable withholding taxes, or (ii) in shares of Match Common Stock, if the Reporting Person elects to pay the exercise price and any applicable withholding taxes in cash.

Remarks:

/s/ Justin Mateen 08/07/2017
** 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.

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