

OMB APPROVAL	
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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>Dubey Sharmistha</u> (Last) (First) (Middle) MATCH GROUP, INC. 8750 N. CENTRAL EXPRESSWAY, SUITE 1400 (Street) DALLAS TX 75231 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President</p>
	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2018	
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	02/09/2018		M		58,333	A	(1)	78,650	D	
Common stock, par value \$0.001	02/09/2018		F		18,584	D	\$33.6	60,066	D	
Common stock, par value \$0.001	02/12/2018		M		75,000	A	\$13.9	135,066	D	
Common stock, par value \$0.001	02/12/2018		F		46,026	D	\$38.29	89,040	D	
Common stock, par value \$0.001	02/12/2018		M		105,000	A	\$15.44	194,040	D	
Common stock, par value \$0.001	02/12/2018		F		67,004	D	\$38.28	127,036	D	
Common stock, par value \$0.001	02/12/2018		M		43,750	A	\$17.9	170,786	D	
Common stock, par value \$0.001	02/12/2018		F		29,637	D	\$38.24	141,149	D	
Common stock, par value \$0.001	02/12/2018		S		141,149	D	\$37.9862 ⁽²⁾	0	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)		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
Restricted Stock Units	(1)	02/09/2018		M		58,333		02/09/2018 ⁽³⁾	02/09/2020 ⁽³⁾	Common stock, par value \$0.001	58,333	\$0	116,667	D	
Options to Purchase Common Stock, par value \$0.001	\$13.9	02/12/2018		M		75,000		12/21/2016 ⁽⁴⁾	12/21/2025	Common stock, par value \$0.001	75,000	\$13.9	125,000	D	
Options to Purchase Common Stock, par value \$0.001	\$15.44	02/12/2018		M		105,000		12/31/2016 ⁽⁵⁾	09/17/2025	Common stock, par value \$0.001	105,000	\$15.44	195,352	D	
Options to Purchase Common Stock, par value \$0.001	\$17.9	02/12/2018		M		43,750		02/09/2018 ⁽⁶⁾	02/09/2027	Common stock, par value \$0.001	43,750	\$17.9	131,250	D	

Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.

2. The price reflects a weighted average of sales made at prices ranging from \$37.69 to \$38.27. 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 sold at each separate price.
3. Represents restricted stock units that vested/vest in three equal installments on February 9, 2018, 2019 and 2020, subject to continued service.
4. Represents 75,000 vested stock options and 125,000 unvested stock options that vest in two equal installments on December 21, 2018 and 2019, subject to continued service.
5. Represents 105,176 vested stock options and 195,176 unvested stock options that vest in two equal installments on December 31, 2018 and 2019, subject to continued service.
6. Represents 43,750 vested stock options and 131,250 unvested stock options that vest in three equal installments on February 9, 2019, 2020 and 2021, subject to continued service.

Remarks:

Francisco J. Villamaras
Attorney-in-Fact for 02/13/2018
Sharmistha Dubey

** 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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