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| <b>OMB APPROVAL</b>                             |           |
| OMB Number:                                     | 3235-0287 |
| Estimated average burden<br>hours per response: | 0.5       |

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

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>IAC/INTERACTIVECORP</u><br><br>(Last) (First) (Middle)<br><u>555 WEST 18TH STREET</u><br><br>(Street)<br><u>NEW YORK NY 10011</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>Match Group, Inc. [ MTCH ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>12/31/2017</u>            |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>   |   |   |

**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> | 12/31/2017                           |  | J <sup>(1)</sup>               |   | 5,339   | A          | \$25.21                | 12,185,965  | D  |   |
| Common Stock, par value \$0.001 <sup>(1)</sup> | 12/31/2017                           |  | J <sup>(1)</sup>               |   | 13,088  | A          | \$26.9                 | 12,199,053  | D  |   |
| Common Stock, par value \$0.001 <sup>(1)</sup> | 12/31/2017                           |  | J <sup>(1)</sup>               |   | 2,452   | A          | \$27.01                | 12,201,505  | D  |   |
| Common Stock, par value \$0.001 <sup>(1)</sup> | 12/31/2017                           |  | J <sup>(1)</sup>               |   | 516,911   | A          | \$28.63 <sup>(2)</sup> | 12,718,416  | D  |   |
| Common Stock, par value \$0.001                | 12/31/2017                           |  | J <sup>(1)</sup>               |   | 113   | A          | \$29.38                | 12,718,529  | D  |   |
| Common Stock, par value \$0.001 <sup>(1)</sup> | 12/31/2017                           |  | J <sup>(1)</sup>               |   | 90,589  | A          | \$31.25 <sup>(3)</sup> | 12,809,118  | D  |   |
| Common Stock, par value \$0.001 <sup>(1)</sup> | 12/31/2017                           |  | J <sup>(1)</sup>               |   | 34,324  | A          | \$31.83 <sup>(4)</sup> | 12,843,442  | 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) |   |  |  |   |  |

**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:(i) the settlement of Match Group, Inc. ("Match Group") equity awards formerly denominated in shares of a Match Group subsidiary held by Match Group employees and/or (ii) the exercise/vesting of IAC equity awards by/for Match Group employees, in all cases, 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 \$28.37 to \$29.15. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group or a security holder of Match Group, information regarding the number of shares issued at each separate price.
- The price reflects a weighted average issuance price ranging from \$30.61 to \$31.59. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group or a security holder of Match Group, information regarding the number of shares issued at each separate price.
- The price reflects a weighted average issuance price ranging from \$31.68 to \$31.91. The reporting person agrees to provide, upon request by the Staff of the Securities and Exchange Commission, Match Group or a security holder of Match Group, information regarding the number of shares issued at each separate price.

Tanya M. Stanich, Assistant Secretary      01/03/2018

\*\* 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.