

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>Rad Sean</u> (Last) (First) (Middle) C/O 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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/04/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.001	08/04/2017		X		0 ⁽¹⁾	A	\$0.06	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/04/2017		X		0 ⁽¹⁾	A	\$0.27	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/06/2017		X		0 ⁽¹⁾	A	\$0.27	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/06/2017		X		0 ⁽¹⁾	A	\$0.54	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/06/2017		X		0 ⁽¹⁾	A	\$0.8	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/06/2017		X		0 ⁽¹⁾	A	\$1.07	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/06/2017		X		0 ⁽¹⁾	A	\$1.1	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/06/2017		X		0 ⁽¹⁾	A	\$1.27	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/06/2017		X		0 ⁽¹⁾	A	\$1.49	1,000	I	By the Rad Holdings Trust

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	08/06/2017		X		0 ⁽¹⁾	A	\$1.72	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/06/2017		X		0 ⁽¹⁾	A	\$1.94	1,000	I	By the Rad Holdings Trust
Common stock, par value \$0.001	08/06/2017		X		0 ⁽¹⁾	A	\$2.17	1,000	I	By the Rad Holdings 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	Amount or Number of Shares				
Stock Option (right to buy)	\$0.06	08/04/2017		X			4,166,399	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	4,166,399	\$0	0	D	
Stock Option (right to buy)	\$0.27	08/04/2017		X			833,601	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	833,601	\$0	55,609	D	
Stock Option (right to buy)	\$0.27	08/06/2017		X			55,609	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	55,609	\$0	0	D	
Stock Option (right to buy)	\$0.54	08/06/2017		X			889,210	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	889,210	\$0	0	D	
Stock Option (right to buy)	\$0.8	08/06/2017		X			889,210	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	889,210	\$0	0	D	
Stock Option (right to buy)	\$1.07	08/06/2017		X			889,210	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	889,210	\$0	0	D	
Stock Option (right to buy)	\$1.1	08/06/2017		X			833,279	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	833,279	\$0	0	D	
Stock Option (right to buy)	\$1.27	08/06/2017		X			177,841	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	177,841	\$0	0	D	
Stock Option (right to buy)	\$1.49	08/06/2017		X			177,841	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	177,841	\$0	0	D	
Stock Option (right to buy)	\$1.72	08/06/2017		X			177,841	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	177,841	\$0	0	D	
Stock Option (right to buy)	\$1.94	08/06/2017		X			177,841	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	177,841	\$0	0	D	
Stock Option (right to buy)	\$2.17	08/06/2017		X			1,618,206	07/13/2017 ⁽²⁾	04/22/2023	Common Stock	1,618,206	\$0	5,127,392	D	

Explanation of Responses:

1. 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"). The Issuer settled these exercised options with an aggregate net cash payment equal to \$94,413,552.06, after deducting the exercise price and applicable tax withholdings, in lieu of shares of Match Common Stock or shares of common stock, par value \$0.001 per share, of IAC/InterActiveCorp, a Delaware corporation ("IAC", and such common stock, the "IAC Common Stock"). The net cash payment was determined based on the closing price of a share of Match Common Stock on August 3, 2017, which was \$18.89. 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.

2. 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, Class C Common Stock, par value \$0.001 per share, and Class C Common Stock, par value \$0.001 per share) 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/ Sean Rad 08/08/2017

** 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.

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.