UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 7, 2018**

MATCH GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-37636**	**26-4278917**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

8750 North Central Expressway, Suite 1400
Dallas, TX 75231
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(214) 576-9352**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

Item 7.01. Regulation FD Disclosure.

On August 7, 2018, Match Group, Inc. ("Match Group") announced that it had released its results for the quarter ended June 30, 2018. The full text of the related press release, which is posted on the "Investor Relations" section of Match Group's website at *https://ir.mtch.com* and appears in Exhibit 99.1 hereto, is incorporated herein by reference.

Exhibit 99.1 is being furnished under both Item 2.02 "Results of Operations and Financial Condition" and Item 7.01 "Regulation FD Disclosure."

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release of Match Group, Inc., dated August 7, 2018

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATCH GROUP, INC.

By: /s/ Gary Swidler

Gary Swidler

Chief Financial Officer

Date: August 7, 2018

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press Release of Match Group, Inc., dated August 7, 2018

Match Group Reports Second Quarter 2018 Results

Dallas, TX—August 7, 2018—Match Group (NASDAQ: MTCH) reported second quarter 2018 financial results today and separately released an investor presentation, which is available on the Investor Relations section of its website at https://ir.mtch.com.

Q2 2018 HIGHLIGHTS

- Total Revenue grew 36% over the prior year quarter to $421 million, driven by 27% Average Subscriber growth and 8% ARPU growth.
- Tinder Average Subscribers were 3.8 million in Q2 2018, increasing 299,000 sequentially and 1.7 million year-over-year.
- Operating income was $150 million, an increase of 81% over the prior year quarter, while Adjusted EBITDA increased 60% over the prior year quarter to $176 million.
- Operating Income and Adjusted EBITDA margins increased 8.8 and 6.2 points to 36% and 42%, respectively, as we continue to benefit from operating leverage in our business.
- Net earnings attributable to shareholders of $133 million, or $0.45 per diluted share, an increase of over 150% over the prior year quarter, was driven by strong revenue growth and operating leverage.
- For the six months ended June 30, 2018, Operating Cash Flow increased 59% to $243 million, and Free Cash Flow increased 65% to $229 million, over the prior year period.

Key Financial and Operating Metrics

(In thousands, except EPS and ARPU)	Q2 2018	Q2 2017	Change
Revenue	$ 421,196	$ 309,572	36%
Operating Income	$ 150,165	$ 82,975	81%
Operating Income Margin	36%	27%	8.8 pt
Net earnings attributable to shareholders	$ 132,500	$ 51,430	158%
GAAP Diluted EPS from continuing operations	$ 0.45	$ 0.17	165%
Adjusted EBITDA	$ 175,561	$ 109,910	60%
Adjusted EBITDA Margin	42%	36%	6.2 pt
Average Subscribers	7,723	6,101	27%
ARPU	$ 0.57	$ 0.53	8%
YTD Operating Cash Flow	$ 243,488	$ 153,228	59%
YTD Free Cash Flow	$ 228,703	$ 138,436	65%

See reconciliations of GAAP to non-GAAP measures starting on page 6.

Liquidity and Capital Resources

We net settled all stock options that were exercised and restricted stock units that vested during the six months ended June 30, 2018, utilizing $115 million of cash to pay employee withholding taxes, and we issued 2.9 million fewer dilutive shares as a result. We also repurchased 1.9 million shares during the six months ended June 30, 2018 and an additional 0.1 million shares in July 2018 for a total of 2 million shares, further mitigating the dilutive impact from stock-based compensation activity. A total of 4 million shares remain available under the previously announced repurchase program. As of June 30, 2018, Match Group had 277.0 million common and class B common shares outstanding.

As of June 30, 2018, the Company had $310 million in cash and cash equivalents and $1.3 billion of long-term debt. The Company has a $500 million revolving credit facility, which was undrawn as of June 30, 2018 and currently remains undrawn.

Match Group's trailing twelve-month leverage as of June 30, 2018 is 2.2x on a gross basis and 1.6x on a net basis.

As of June 30, 2018, IAC's economic ownership interest and voting interest in Match Group were 81.2% and 97.6%, respectively.

Income Taxes

In the second quarter of 2018, Match Group recorded a GAAP income tax provision of $11.5 million, or an effective tax rate of 8%. The effective tax rate was lower than the statutory tax rate of 21% due primarily to excess tax benefits generated by the exercise and vesting of stock-based awards.

Conference Call

Match Group will audiocast a conference call to answer questions regarding its second quarter financial results on Wednesday, August 8, 2018 at 8:30 a.m. Eastern Time. This call will include the disclosure of certain information, including forward-looking information, which may be material to an investor's understanding of Match Group's business. The live audiocast will be open to the public, and the investor presentation reviewing the results has been posted, on Match Group's investor relations website at http://ir.mtch.com.

GAAP FINANCIAL STATEMENTS

MATCH GROUP CONSOLIDATED STATEMENT OF OPERATIONS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(In thousands, except per share data)			
Revenue	$ 421,196	$ 309,572	$ 828,563	$ 608,336
Operating costs and expenses:				
Cost of revenue (exclusive of depreciation shown separately below)	97,334	62,665	191,278	121,513
Selling and marketing expense	90,261	87,713	208,432	194,836
General and administrative expense	42,165	43,871	84,926	87,781
Product development expense	32,635	24,061	64,504	46,081
Depreciation	8,399	7,883	16,546	15,472
Amortization of intangibles	237	404	479	807
Total operating costs and expenses	271,031	226,597	566,165	466,490
Operating income	150,165	82,975	262,398	141,846
Interest expense	(18,276)	(19,072)	(36,082)	(38,022)
Other income (expense), net	11,004	(9,550)	3,783	(15,528)
Earnings from continuing operations, before tax	142,893	54,353	230,099	88,296
Income tax (provision) benefit	(11,535)	(2,809)	937	(12,197)
Net earnings from continuing operations	131,358	51,544	231,036	76,099
Loss from discontinued operations, net of tax	—	(71)	—	(4,562)
Net earnings	131,358	51,473	231,036	71,537
Net loss (earnings) attributable to noncontrolling interests	1,142	(43)	1,200	(54)
Net earnings attributable to Match Group, Inc. shareholders	$ 132,500	$ 51,430	$ 232,236	$ 71,483
Net earnings per share from continuing operations:				
Basic	$ 0.48	$ 0.20	$ 0.84	$ 0.30
Diluted	$ 0.45	$ 0.17	$ 0.78	$ 0.25
Net earnings per share attributable to Match Group, Inc. shareholders:				
Basic	$ 0.48	$ 0.20	$ 0.84	$ 0.28
Diluted	$ 0.45	$ 0.17	$ 0.78	$ 0.24
Basic shares outstanding	277,115	258,973	276,198	257,517
Diluted shares outstanding	296,996	306,833	297,574	299,376
Stock-based compensation expense by function:				
Cost of revenue	$ 642	$ 427	$ 1,275	$ 816
Selling and marketing expense	889	1,026	1,781	2,107
General and administrative expense	7,590	10,255	15,250	23,071
Product development expense	7,585	3,946	15,363	7,684
Total stock-based compensation expense	$ 16,706	$ 15,654	$ 33,669	$ 33,678

MATCH GROUP CONSOLIDATED BALANCE SHEET

	June 30, 2018	December 31, 2017
	(In thousands)	
ASSETS		
Cash and cash equivalents	$ 309,761	$ 272,624
Accounts receivable, net	126,217	116,751
Other current assets	72,255	55,369
Total current assets	508,233	444,744
Property and equipment, net	58,976	61,620
Goodwill	1,259,195	1,247,644
Intangible assets, net	228,446	230,345
Deferred income taxes	137,044	123,199
Long-term investments	10,158	11,137
Other non-current assets	14,180	11,457
TOTAL ASSETS	$ 2,216,232	$ 2,130,146
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Accounts payable	$ 11,553	$ 10,112
Deferred revenue	212,482	198,095
Accrued expenses and other current liabilities	106,934	110,566
Total current liabilities	330,969	318,773
Long-term debt, net	1,254,265	1,252,696
Income taxes payable	7,278	8,410
Deferred income taxes	28,218	28,478
Other long-term liabilities	13,085	14,484
Redeemable noncontrolling interest	6,064	6,056
Commitment and contingencies		
SHAREHOLDERS' EQUITY		
Common stock	69	64
Class B convertible common stock	210	210
Additional paid-in capital	(568)	81,082
Retained earnings	764,447	532,211
Accumulated other comprehensive loss	(120,996)	(112,318)
Treasury stock	(79,806)	—
Total Match Group, Inc. shareholders' equity	563,356	501,249
Noncontrolling interests	12,997	—
Total shareholders' equity	576,353	501,249
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 2,216,232	$ 2,130,146

MATCH GROUP CONSOLIDATED STATEMENT OF CASH FLOWS

	Six Months Ended June 30, 2018	Six Months Ended June 30, 2017
	(In thousands)	
Cash flows from operating activities attributable to continuing operations:		
Net earnings from continuing operations	$ 231,036	$ 76,099
Adjustments to reconcile net earnings from continuing operations to net cash provided by operating activities attributable to continuing operations:		
Stock-based compensation expense	33,669	33,678
Depreciation	16,546	15,472
Amortization of intangibles	479	807
Deferred income taxes	(13,812)	(3,850)
Acquisition-related contingent consideration fair value adjustments	210	4,338
Other adjustments, net	(622)	7,854
Changes in assets and liabilities		
Accounts receivable	(9,154)	(12,175)
Other assets	(26,099)	(10,317)
Accounts payable and other liabilities	(8,982)	22,936
Income taxes payable and receivable	5,485	8,516
Deferred revenue	14,732	9,870
Net cash provided by operating activities attributable to continuing operations	243,488	153,228
Cash flows from investing activities attributable to continuing operations:		
Cash acquired, net of cash paid, in a business combination	1,136	—
Capital expenditures	(14,785)	(14,792)
Proceeds from the sale of a business, net	—	96,144
Purchases of investments	(3,000)	(5,076)
Other, net	38	—
Net cash (used in) provided by investing activities attributable to continuing operations	(16,611)	76,276
Cash flows from financing activities attributable to continuing operations:		
Proceeds from issuance of common stock pursuant to stock-based awards	—	39,403
Withholding taxes paid on behalf of employees on net settled stock-based awards	(115,288)	(28,421)
Purchase of treasury stock	(73,943)	—
Acquisition-related contingent consideration payments	(185)	—
Other, net	(616)	—
Net cash (used in) provided by financing activities attributable to continuing operations	(190,032)	10,982
Total cash provided by continuing operations	36,845	240,486
Net cash used in operating activities attributable to discontinued operations	—	(6,061)
Net cash used in investing activities attributable to discontinued operations	—	(471)
Total cash used in discontinued operations	—	(6,532)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	289	5,109
Net increase in cash, cash equivalents, and restricted cash	37,134	239,063
Cash, cash equivalents, and restricted cash at beginning of period	272,761	253,771
Cash, cash equivalents, and restricted cash at end of period	$ 309,895	$ 492,834

RECONCILIATIONS OF GAAP TO NON-GAAP MEASURES

MATCH GROUP RECONCILIATION OF NET EARNINGS TO ADJUSTED EBITDA

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Net earnings attributable to Match Group, Inc. shareholders	$ 132,500	$ 51,430	$ 232,236	$ 71,483
Add back:				
Net (loss) earnings attributable to noncontrolling interests	(1,142)	43	(1,200)	54
Loss from discontinued operations, net of tax	—	71	—	4,562
Income tax provision (benefit)	11,535	2,809	(937)	12,197
Other (income) expense, net	(11,004)	9,550	(3,783)	15,528
Interest expense	18,276	19,072	36,082	38,022
Operating Income	150,165	82,975	262,398	141,846
Stock-based compensation expense	16,706	15,654	33,669	33,678
Depreciation	8,399	7,883	16,546	15,472
Amortization of intangibles	237	404	479	807
Acquisition-related contingent consideration fair value adjustments	54	2,994	210	4,338
Adjusted EBITDA	$ 175,561	$ 109,910	$ 313,302	$ 196,141
Revenue	$ 421,196	$ 309,572	$ 828,563	$ 608,336
Operating income margin	36%	27%	32%	23%
Adjusted EBITDA margin	42%	36%	38%	32%

MATCH GROUP RECONCILIATION OF OPERATING CASH FLOW FROM CONTINUING OPERATIONS TO FREE CASH FLOW

	Six Months Ended June 30,	
	2018	2017
	(In thousands)	
Net cash provided by operating activities attributable to continuing operations	$ 243,488	$ 153,228
Capital expenditures	(14,785)	(14,792)
Free Cash Flow	$ 228,703	$ 138,436

MATCH GROUP RECONCILIATION OF GAAP EPS TO ADJUSTED EPS

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands, except per share data)	2018	2017	2018	2017
Net earnings attributable to Match Group, Inc. shareholders	$ 132,500	$ 51,430	$ 232,236	$ 71,483
Stock-based compensation expense	16,706	15,654	33,669	33,678
Amortization of intangibles	237	404	479	807
Acquisition-related contingent consideration fair value adjustments	54	2,994	210	4,338
Discontinued operations, net of tax	—	71	—	4,562
Impact of income taxes and noncontrolling interests	(25,710)	(22,348)	(63,516)	(30,887)
Adjusted Net Income	$ 123,787	$ 48,205	$ 203,078	$ 83,981
GAAP Basic weighted average shares outstanding	277,115	258,973	276,198	257,517
Stock options, RSUs, and subsidiary denominated equity awards, treasury method	19,881	47,860	21,376	41,859
GAAP Diluted weighted average shares outstanding	296,996	306,833	297,574	299,376
Impact of RSUs and other	2,118	1,225	2,086	1,092
Adjusted EPS weighted average shares outstanding	299,114	308,058	299,660	300,468
GAAP Diluted EPS	$ 0.45	$ 0.17	$ 0.78	$ 0.24
Adjusted EPS	$ 0.41	$ 0.16	$ 0.68	$ 0.28

For GAAP diluted EPS purposes, RSUs, including performance-based RSUs and market-based awards to the extent the applicable performance or market condition(s) have been met, are included on a treasury method basis. For Adjusted EPS purposes, the impact of RSUs on shares outstanding is based on the weighted average number of RSUs outstanding, including performance-based and market-based RSUs outstanding that the Company believes are probable of vesting.

The impact of income taxes and noncontrolling interests in the table above adjusts for items excluded from Adjusted Net Income, including income tax deductions from the exercise or vesting of equity awards.

MATCH GROUP RECONCILATION OF GAAP REVENUE TO NON-GAAP REVENUE, EXCLUDING FOREIGN EXCHANGE EFFECTS

(Dollars in thousands, except ARPU)	Three Months Ended June 30,			
	2018	Change	% Change	2017
Revenue, as reported	$ 421,196	$ 111,624	36%	$ 309,572
Foreign exchange effects	(7,746)			
Revenue Excluding Foreign Exchange Effects	$ 413,450	$ 103,878	34%	$ 309,572
(Change calculated using non-rounded numbers)				
International ARPU, as reported	$ 0.56		14%	$ 0.49
Foreign exchange effects	(0.03)			
International ARPU, excluding foreign exchange effects	$ 0.53		9%	$ 0.49

(Dollars in thousands, except ARPU)	Six Months Ended June 30,			
	2018	Change	% Change	2017
Revenue, as reported	$ 828,563	$ 220,227	36%	$ 608,336
Foreign exchange effects	(25,018)			
Revenue Excluding Foreign Exchange Effects	$ 803,545	$ 195,209	32%	$ 608,336
(Change calculated using non-rounded numbers)				
International ARPU, as reported	$ 0.56		16%	$ 0.49
Foreign exchange effects	(0.03)			
International ARPU, excluding foreign exchange effects	$ 0.53		8%	$ 0.49

DILUTIVE SECURITIES

Match Group has various tranches of dilutive securities. The table below details these securities and their potentially dilutive impact (shares in millions; rounding differences may occur).

	As of 8/6/2018
Share Price	**$38.41**
Absolute Shares	**276.9**
Vested Options and Awards	
Match Group Options	3.0
IAC Equity Awards	0.3
Total Dilution - Vested Options and Awards	**3.3**
Unvested Options and Awards	
Match Group Options	8.3
Match Group RSUs	1.8
Total Dilution - Unvested Options and Awards	**10.1**
Total Dilution	**13.4**
% Dilution	4.6%
Total Diluted Shares Outstanding	**290.3**

The dilutive securities calculation in the above table is different from GAAP dilution, which is calculated based on the treasury method.

Options — The table above assumes the option exercise price and the estimated income tax benefit from the tax deduction received upon the exercise of options (both vested and unvested awards) is used to repurchase Match Group shares.

Match Group is currently net settling all exercised options net of both the exercise price and employee withholding taxes. If the table above assumed options were also net settled for employee withholding taxes at a 50% withholding rate, the dilution shown above would be reduced by 2.1 million and 5.2 million shares for vested and unvested options, respectively, and the withholding taxes paid by the Company on behalf of the employees would be $74.7 million and $200.3 million for vested and unvested options, respectively.

RSUs — The table above assumes RSUs are settled net of withholding taxes, as is our practice, and the dilutive effect is presented as the net number of shares that would be issued upon vesting assuming a withholding tax rate of 50%. Withholding taxes paid by the Company on behalf of the employees upon vesting would have been $131.9 million, assuming the stock price in the table above and a 50% withholding rate. The table above also assumes the estimated income tax benefit from the tax deduction received upon the vesting of Match Group RSUs is used to repurchase Match Group shares.

IAC Equity Awards — IAC Equity awards represent options and market-based restricted stock units denominated in the shares of IAC that have been issued to employees of Match Group. Upon the exercise or vesting of IAC Equity awards, IAC will settle the awards with shares of IAC, and Match Group will issue additional shares of Match Group to IAC as reimbursement. The table above assumes the estimated income tax benefit from the tax deduction received upon the exercise or vesting of IAC denominated equity awards is used to repurchase Match Group shares.

PRINCIPLES OF FINANCIAL REPORTING

Match Group reports Adjusted EBITDA, Adjusted EBITDA Margin, Free Cash Flow, Adjusted Net Income, Adjusted EPS, and Revenue Excluding Foreign Exchange Effects, all of which are supplemental measures to U.S. generally accepted accounting principles ("GAAP"). The Adjusted EBITDA, Adjusted EBITDA Margin, Free Cash Flow, Adjusted Net Income, and Adjusted EPS measures are among the primary metrics by which we evaluate the performance of our business, on which our internal budget is based and by which management is compensated. Revenue Excluding Foreign Exchange Effects provides a comparable framework for assessing how our business performed without the effect of exchange rate differences when compared to prior periods. We believe that investors should have access to, and we are obligated to provide, the same set of tools that we use in analyzing our results. These non-GAAP measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for or superior to GAAP results. Match Group endeavors to compensate for the limitations of the non-GAAP measures presented by providing the comparable GAAP measures with equal or greater prominence and descriptions of the reconciling items, including quantifying such items, to derive the non-GAAP measures. We encourage investors to examine the reconciling adjustments, which we describe below, between the GAAP and non-GAAP measures. Interim results are not necessarily indicative of the results that may be expected for a full year.

Definitions of Non-GAAP Measures

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (Adjusted EBITDA) is defined as operating income excluding: (1) stock-based compensation expense; (2) depreciation; and (3) acquisition-related items consisting of (i) amortization of intangible assets and impairments of goodwill and intangible assets and (ii) gains and losses recognized on changes in the fair value of contingent consideration arrangements. We believe Adjusted EBITDA is useful for analysts and investors as this measure allows a more meaningful comparison between our performance and that of our competitors. The above items are excluded from our Adjusted EBITDA measure because they are non-cash in nature. Adjusted EBITDA has certain limitations in that it does not take into account the impact to our consolidated statement of operations of certain expenses.

Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by revenues. We believe Adjusted EBITDA margin is useful for analysts and investors as this measure allows a more meaningful comparison between our performance and that of our competitors. Adjusted EBITDA margin has certain limitations in that it does not take into account the impact to our consolidated statement of operations of certain expenses.

Free Cash Flow is defined as net cash provided by operating activities from continuing operations, less capital expenditures. We believe Free Cash Flow is useful to investors because it represents the cash that our operating businesses generate, before taking into account non-operational cash movements. Free Cash Flow has certain limitations in that it does not represent the total increase or decrease in the cash balance for the period, nor does it represent the residual cash flow for discretionary expenditures. Therefore, we think it is important to evaluate Free Cash Flow along with our consolidated statement of cash flows.

We look at Free Cash Flow as a measure of the strength and performance of our businesses, not for valuation purposes. In our view, applying "multiples" to Free Cash Flow is inappropriate because it is subject to timing, seasonality and one-time events. We manage our business for cash and we think it is of utmost importance to maximize cash – but our primary valuation metrics are Adjusted EBITDA and Adjusted EPS.

Adjusted Net Income generally captures all items on the statement of operations that have been, or ultimately will be, settled in cash and is defined as net earnings attributable to Match Group, Inc. shareholders excluding, net of tax effects and noncontrolling interests, if applicable: (1) stock-based compensation expense, (2) acquisition-related items consisting of (i) amortization of intangibles and impairments of goodwill and intangible assets and (ii) gains and losses recognized on changes in the fair value of contingent consideration arrangements, and (3) discontinued operations, net of tax. We believe Adjusted Net Income is useful to investors because it represents Match Group's consolidated results taking into account depreciation, which management believes is an ongoing cost of doing business, as well as other charges that are not allocated to the operating businesses such as interest expense, income taxes and noncontrolling interests, but excluding the effects of any other non-cash expenses and discontinued operations.

Adjusted EPS is defined as Adjusted Net Income divided by fully diluted weighted average shares outstanding for Adjusted EPS purposes. We include dilution from options in accordance with the treasury stock method and include all restricted stock units ("RSUs") in shares outstanding for Adjusted EPS, with performance-based RSUs included based on the number of shares that the Company believes are probable of vesting. This differs from the GAAP method for including RSUs, which are treated on a treasury method, and performance-based RSUs, which are included for GAAP purposes only to the extent the applicable performance condition(s) have been met (assuming the end of the reporting period is the end of the contingency period), which increases shares outstanding for Adjusted EPS purposes. Market-based awards are included in both GAAP and Adjusted EPS only to the extent that the market condition(s) have been met (assuming the end of the reporting period is the end of the contingency period). We believe Adjusted EPS is useful to investors because it represents, on a per share basis, Match Group's consolidated results, taking into account depreciation, which we believe is an ongoing cost of doing business, as well as other charges, which are not allocated to the operating businesses such as interest expense, income taxes and noncontrolling interests, but excluding the effects of any other non-cash expenses, and is computed in a manner that is generally consistent with management's view of dilution. Adjusted Net Income and Adjusted EPS have the same limitations as Adjusted EBITDA. Therefore, we think it is important to evaluate these measures along with our consolidated statement of operations.

Revenue Excluding Foreign Exchange Effects is calculated by translating current period revenues using prior period exchange rates. The percentage change in Revenue Excluding Foreign Exchange Effects is calculated by determining the change in current period revenues over prior period revenues where current period revenues are translated using prior period exchange rates. We believe the impact of foreign exchange rates on Match Group, due to its global reach, may be an important factor in understanding period over period comparisons if movement in rates is significant. Since our results are reported in U.S. dollars, international revenues are favorably impacted as the U.S. dollar weakens relative to other foreign currencies, and unfavorably impacted as the U.S dollar strengthens relative to other foreign currencies. We believe the presentation of revenue excluding foreign exchange in addition to reported revenue helps improve the ability to understand Match Group's performance because it excludes the impact of foreign currency volatility that is not indicative of Match Group's core operating results.

Non-Cash Expenses That Are Excluded From Our Non-GAAP Measures

Stock-based compensation expense consists principally of expense associated with the grants of stock options, RSUs, performance-based RSUs and market-based awards. These expenses are not paid in cash, and we include the related shares in our fully diluted shares outstanding using the treasury stock method; however, performance-based RSUs and market-based awards are included only to the extent the applicable performance or market condition(s) have been met (assuming the end of the reporting period is the end of the contingency period). We view the true cost of stock options, RSUs, performance-based RSUs and market-based awards as the dilution to our share base, and such awards are included in our shares outstanding for Adjusted EPS purposes as described above under the definition of Adjusted EPS. To the extent stock-based awards are settled on a net basis, the Company remits the required tax-withholding amounts from its current funds.

Depreciation is a non-cash expense relating to our property and equipment and is computed using the straight-line method to allocate the cost of depreciable assets to operations over their estimated useful lives, or, in the case of leasehold improvements, the lease term, if shorter.

Amortization of intangible assets and impairments of goodwill and intangible assets are non-cash expenses related primarily to acquisitions. At the time of an acquisition, the identifiable definite-lived intangible assets of the acquired company, such as customer lists, trade names and technology, are valued and amortized over their estimated lives. Value is also assigned to acquired indefinite-lived intangible assets, which comprise trade names and trademarks, and goodwill that are not subject to amortization. An impairment is recorded when the carrying value of an intangible asset or goodwill exceeds its fair value. We believe that intangible assets represent costs incurred by the acquired company to build value prior to acquisition and the related amortization and impairment charges of intangible assets or goodwill, if applicable, are not ongoing costs of doing business.

Gains and losses recognized on changes in the fair value of contingent consideration arrangements are accounting adjustments to report contingent consideration liabilities at fair value. These adjustments can be highly variable and are excluded from our assessment of performance because they are considered non-operational in nature and, therefore, are not indicative of current or future performance or the ongoing cost of doing business.

DEFINITION OF OPERATING METRIC TERMS USED

Direct Revenue - is revenue that is received directly from end users of our products and includes both subscription and à la carte revenue.

Indirect Revenue - is revenue that is not received directly from end users of our products, substantially all of which is advertising revenue.

Subscribers - are users who purchase a subscription to one of our products. Users who purchase only à la carte features are not included in Subscribers.

Average Subscribers - is the number of Subscribers at the end of each day in the relevant measurement period divided by the number of calendar days in that period.

Average Revenue per Subscriber ("ARPU") - is Direct Revenue from Subscribers in the relevant measurement period (whether in the form of subscription or à la carte) divided by the Average Subscribers in such period and further divided by the number of calendar days in such period. Direct Revenue from users who are not Subscribers and have purchased only à la carte features is not included in ARPU.

OTHER INFORMATION

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This press release and our conference call, which will be held at 8:30 a.m. Eastern Time on August 8, 2018, may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The use of words such as “anticipates,” “estimates,” “expects,” “plans” and “believes,” among others, generally identify forward-looking statements. These forward-looking statements include, among others, statements relating to: Match Group’s future financial performance, Match Group’s business prospects and strategy, anticipated trends and other similar matters. These forward-looking statements are based on management’s current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Actual results could differ materially from those contained in these forward-looking statements for a variety of reasons, including, among others: competition, our ability to maintain user rates on our higher monetizing dating products, our ability to attract users to our dating products through cost-effective marketing and related efforts, foreign currency exchange rate fluctuations, our ability to distribute our dating products through third parties and offset related fees, the integrity and scalability of our systems and infrastructure (and those of third parties) and our ability to adapt ours to changes in a timely and cost-effective manner, our ability to protect our systems from cyberattacks and to protect personal and confidential user information, risks relating to certain of our international operations and acquisitions and certain risks relating to our relationship with IAC/InterActiveCorp, among other risks. Certain of these and other risks and uncertainties are discussed in Match Group’s filings with the Securities and Exchange Commission. Other unknown or unpredictable factors that could also adversely affect Match Group’s business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, these forward-looking statements may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of Match Group management as of the date of this press release. Match Group does not undertake to update these forward-looking statements.

About Match Group

Match Group (NASDAQ: MTCH) is a leading provider of dating products. We operate a portfolio of brands, including Tinder, Match, PlentyOfFish, OkCupid, OurTime, Meetic, and Pairs, each designed to increase our users’ likelihood of finding a meaningful connection. Through our portfolio of trusted brands, we provide tailored products to meet the varying preferences of our users. We currently offer our dating products in 42 languages across more than 190 countries.

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