

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>Yagan Sam</u> _____ (Last) (First) (Middle) <u>MATCH GROUP, INC.</u> <u>8750 N. CENTRAL EXPRESSWAY, SUITE 1400</u> _____ (Street) <u>DALLAS TX 75231</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Vice Chairman (non-executive)</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/31/2017</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	08/31/2017		M		464,963	A	\$11.06	464,963	D	
Common stock, par value \$0.001	08/31/2017		S		464,963	D	\$21.7642 <sup>(1)</sup>	0	D	
Common stock, par value \$0.001	09/01/2017		M		219,620	A	\$11.06	219,620	D	
Common stock, par value \$0.001	09/01/2017		S		219,620	D	\$22.3428 <sup>(2)</sup>	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
Options to Purchase Common Stock, par value \$0.001	\$11.06	08/31/2017		M		464,963		02/17/2016 <sup>(3)</sup>	02/11/2024	Common stock, par value \$0.001	464,963	\$0	777,008	D	
Options to Purchase Common Stock, par value \$0.001	\$11.06	09/01/2017		M		219,620		02/17/2016 <sup>(3)</sup>	02/11/2024	Common stock, par value \$0.001	219,620	\$0	557,388	D	

**Explanation of Responses:**

- The price reflects a weighted average of sales made at prices ranging from \$21.75 to \$22.03. 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.
- The price reflects a weighted average of sales made at prices ranging from \$22.21 to \$22.47. 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.
- Represents vested stock options.

**Remarks:**

Francisco J. Villamaras  
Attorney-in-Fact for Sam 09/01/2017  
Yagan

\*\* Signature of Reporting Person Date

\* 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.**