

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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. Date of Event Requiring Statement (Month/Day/Year) 01/01/2018	3. Issuer Name and Ticker or Trading Symbol <u>Match Group, Inc. [ MTCH ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  President	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.001	20,317	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Options to Purchase Common Stock, par value \$0.001	12/31/2016 <sup>(1)</sup>	09/17/2025	Common stock, par value \$0.001	300,352	15.44	D
Options to Purchase Common Stock, par value \$0.001	12/21/2016 <sup>(2)</sup>	12/21/2025	Common stock, par value \$0.001	200,000	13.9	D
Restricted Stock Units	12/21/2018 <sup>(3)</sup>	12/21/2018 <sup>(3)</sup>	Common stock, par value \$0.001	35,000	0.0	D
Options to Purchase Common Stock, par value \$0.001	02/09/2018 <sup>(4)</sup>	02/09/2027	Common stock, par value \$0.001	175,000	17.9	D
Restricted Stock Units	02/09/2018 <sup>(5)</sup>	02/09/2020 <sup>(5)</sup>	Common stock, par value \$0.001	175,000	0.0	D

**Explanation of Responses:**

- 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.
- 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.
- Represents unvested restricted stock units that vest on December 21, 2018.
- Represents unvested stock options that vest in four equal installments on February 9, 2018, 2019, 2020 and 2021, subject to continued service.
- Represents unvested restricted stock units that vest in three equal installments on February 9, 2018, 2019 and 2020, subject to continued service.

**Remarks:**

Francisco J. Villamar as  
Attorney-in-Fact for 01/10/2018  
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 5 (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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Francisco J. Villamar, Tanya M. Stanich and Jared Sine, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or officer of Match Group, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or Form ID, complete and execute any amendment or amendments to any such Form 3, 4 or 5 or Form ID;
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned;
- (4) seek or obtain, as the undersigned's attorney-in-fact and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators, and other persons or entities.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in connection with the exercise of a Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the undersigned.

This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act. To the best efforts to timely and accurately file Section 16 reports on behalf of the undersigned, the Company does not represent or warrant that it will be able to in all cases timely and accurately file Section 16 reports on behalf of the undersigned.

IN WITNESS WHEREOF, the undersigned had caused this Power of Attorney to be executed as of this 10th day of January 2018.

/s/ Sharmistha Dubey  
Name: Sharmistha Dubey