

IAC/INTERACTIVECORP  
Form SC 13G/A  
February 11, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d 102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO § 240.13d-2.**

**(Amendment No. 1)\***

**IAC/INTERACTIVECORP**

(Name of Issuer)

**Common Stock, \$.001 par value per share**

(Title of Class of Securities)

**44919P508**

(CUSIP Number)

**December 31, 2010**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 44919P508

- |     |  |   |
|-----|--|---|
| 1.  | Names of Reporting Persons<br>Capital Ventures International                                     |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                              |   |
|     | (a)  | o   |
|     | (b)  | o   |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization<br>Cayman Islands   |   |
| 5.  | Sole Voting Power<br>5,022,384 Shares of Common Stock (1)(2)                                     | Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |
| 6.  | Shared Voting Power<br>5,214,643 Shares of Common Stock (1)(2)                                   |   |
| 7.  | Sole Dispositive Power<br>5,022,384 Shares of Common Stock (1)(2)                                |   |
| 8.  | Shared Dispositive Power<br>5,214,643 Shares of Common Stock (1)(2)                              |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,214,643 Shares of Common Stock |   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)              | o   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>5.6%  |   |
| 12. | Type of Reporting Person (See Instructions)<br>CO  |   |

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(1) Susquehanna Capital Group, Susquehanna Investment Group and Susquehanna Securities are affiliated independent broker-dealers who, together with Capital Ventures International and Susquehanna Advisors Group, Inc., may be deemed a group. For purposes of this report, we have indicated that each reporting person has sole voting and dispositive power with respect to the shares beneficially owned by it and that the reporting persons have shared voting and dispositive power with respect to all shares beneficially owned by all of the reporting persons. Each of the reporting persons disclaims beneficial ownership of shares owned directly by another reporting person.

(2) Susquehanna Advisors Group, Inc. is the investment manager to Capital Ventures International and as such may exercise voting and dispositive power over 5,022,384 of these shares.

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CUSIP No. 44919P508

- |     |   |   |
|-----|---|---|
| 1.  | Names of Reporting Persons<br>Susquehanna Advisors Group, Inc.  |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                                     |   |
|     | (a)   | o   |
|     | (b)   | o   |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization<br>Pennsylvania  |   |
| 5.  | Sole Voting Power<br>0 Shares of Common Stock (1)(2)  | Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |
| 6.  | Shared Voting Power<br>5,214,643 Shares of Common Stock (1)(2)  |   |
| 7.  | Sole Dispositive Power<br>0 Shares of Common Stock (1)(2)   |   |
| 8.  | Shared Dispositive Power<br>5,214,643 Shares of Common Stock (1)(2)                                     |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,214,643 Shares of Common Stock (1)(2) |   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)                     | o   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>5.6%   |   |
| 12. | Type of Reporting Person (See Instructions)<br>CO   |   |

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CUSIP No. 44919P508

- |   |   |  |
|---|---|--|
| 1.  | Names of Reporting Persons<br>Susquehanna Capital Group   |  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                                       |  |
|   | (a)   | <input type="radio"/>  |
|   | (b)   | <input type="radio"/>  |
| 3.  | SEC Use Only  |  |
| 4.  | Citizenship or Place of Organization<br>Delaware  |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5.  | Sole Voting Power<br>750 Shares of Common Stock (1)              |
|   | 6.  | Shared Voting Power<br>5,214,643 Shares of Common Stock (1)      |
|   | 7.  | Sole Dispositive Power<br>750 Shares of Common Stock (1)         |
|   | 8.  | Shared Dispositive Power<br>5,214,643 Shares of Common Stock (1) |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,214,643 Shares of Common Stock (1)      |  |
| 10.   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |  |
| 11.   | Percent of Class Represented by Amount in Row (9)<br>5.6%   |  |
| 12.   | Type of Reporting Person (See Instructions)<br>BD, PN   |  |

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CUSIP No. 44919P508

- |     |  |                       |
|-----|--|-----------------------|
| 1.  | Names of Reporting Persons<br>Susquehanna Investment Group   |                       |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                                  |                       |
|     | (a)  | <input type="radio"/> |
|     | (b)  | <input type="radio"/> |
| 3.  | SEC Use Only   |                       |
| 4.  | Citizenship or Place of Organization<br>Delaware   |                       |
| 5.  | Sole Voting Power<br>3,300 Shares of Common Stock (1)  |                       |
| 6.  | Shared Voting Power<br>5,214,643 Shares of Common Stock (1)  |                       |
| 7.  | Sole Dispositive Power<br>3,300 Shares of Common Stock (1)   |                       |
| 8.  | Shared Dispositive Power<br>5,214,643 Shares of Common Stock (1)                                     |                       |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,214,643 Shares of Common Stock (1) |                       |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)                  | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)<br>5.6%  |                       |
| 12. | Type of Reporting Person (See Instructions)<br>BD, PN  |                       |

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CUSIP No. 44919P508

- |     |  |   |
|-----|--|---|
| 1.  | Names of Reporting Persons<br>Susquehanna Securities   |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                                  |   |
|     | (a)  | <input type="radio"/>   |
|     | (b)  | <input type="radio"/>   |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization<br>Delaware   |   |
| 5.  | Sole Voting Power<br>188,209 Shares of Common Stock (1)  | Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |
| 6.  | Shared Voting Power<br>5,214,643 Shares of Common Stock (1)  |   |
| 7.  | Sole Dispositive Power<br>188,209 Shares of Common Stock (1)   |   |
| 8.  | Shared Dispositive Power<br>5,214,643 Shares of Common Stock (1)                                     |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>5,214,643 Shares of Common Stock (1) |   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)                  | <input type="radio"/>   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>5.6%  |   |
| 12. | Type of Reporting Person (See Instructions)<br>BD, PN  |   |

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CUSIP No. 44919P508

**Item 1.**

- (a) Name of Issuer  
IAC/INTERACTIVECORP (the Company ).
- (b) Address of Issuer's Principal Executive Offices  
555 West 18th Street  
  
New York, New York 10011

**Item 2.**

- (a) Name of Person Filing (each, a Reporting Person )
  - (i) Capital Ventures International
  - (ii) Susquehanna Advisors Group, Inc.
  - (iii) Susquehanna Capital Group
  - (iv) Susquehanna Investment Group
  - (v) Susquehanna Securities
- (b) Address of Principal Business Office or, if none, Residence for each Reporting Person:

The address of the principal business office of Capital Ventures International is:

One Capital Place  
P.O. Box 1787 GT  
Grand Cayman, Cayman Islands  
British West Indies

The address of the principal business office of each of Susquehanna Advisors Group, Inc., Susquehanna Capital Group, Susquehanna Investment Group and Susquehanna Securities is:

401 City Avenue, Suite 220  
Bala Cynwyd, PA 19004

- (c) Citizenship  
  
Citizenship is set forth in Row 4 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.
- (d) Title of Class of Securities  
Common Stock, \$.001 par value per share (the Shares )
- (e)



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CUSIP Number  
44919P508

**Item 3.**

**If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K) If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

CUSIP No. 44919P508

**Item 4.**

**Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person. The amount beneficially owned by Capital Ventures International is comprised of warrants exercisable for 5,022,384 shares of the Company's common stock. The amount beneficially owned by Susquehanna Investment Group is comprised of options to buy 3,300 shares of the Company's common stock. The amount beneficially owned by Susquehanna Securities includes options to buy 105,100 shares of the Company's common stock. The Company's Form 10-Q, filed on October 29, 2010, indicates that there were 87,582,242 shares of common stock outstanding as of October 22, 2010.

**Item 5.**

**Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6.**

**Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7.**

**Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8.**

**Identification and Classification of Members of the Group**

Not applicable

**Item 9.**

**Notice of Dissolution of Group**

Not applicable

CUSIP No. 44919P508

**Item 10.**

**Certifications**

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

After reasonable inquiry and to the best of his/her knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2011

CAPITAL VENTURES INTERNATIONAL

SUSQUEHANNA ADVISORS GROUP, INC.