

MCINERNEY THOMAS  
Form 3  
January 10, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |   |   |   |   |  |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person<br/>*<br/>^ MCINERNEY THOMAS<br/>(Last) (First) (Middle)</p> <p>C/O<br/>IAC/INTERACTIVECORP, ^ 152<br/>WEST 57TH STREET, 42ND<br/>FLOOR<br/>(Street)</p> <p>NEW YORK, ^ NY ^ 10019<br/>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement<br/>(Month/Day/Year)<br/>01/01/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol<br/>IAC/INTERACTIVECORP [IACI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer<br/><br/>(Check all applicable)<br/><br/> <input type="checkbox"/> Director    <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer    <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 EVP &amp; CFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)<br/> <input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

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

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 12,193 <sup>(1)</sup>                                    | D   | ^  |
| Common Stock                       | 467  | I   | Co-Executor & Co-Beneficiary of Estate                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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| 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|----------------------------|---|----------------------------|--|---|---|
|  | Date Exercisable   | Expiration Date            | Title   | Amount or Number of Shares |  |   |   |
| Stock Option (Right to Buy) <sup>(2)</sup> | 06/23/2000 <sup>(3)</sup>                                | 06/23/2009                 | Common Stock  | 140,734                    | \$ 24.33   | D   | Â   |
| Stock Option (Right to Buy) <sup>(2)</sup> | 12/27/2000 <sup>(4)</sup>                                | 12/27/2009                 | Common Stock  | 121,550                    | \$ 42.11   | D   | Â   |
| Stock Option (Right to Buy) <sup>(2)</sup> | 03/31/2001 <sup>(5)</sup>                                | 03/31/2010                 | Common Stock  | 70,125                     | \$ 26.8  | D   | Â   |
| Stock Option (Right to Buy)                | 05/10/2001 <sup>(6)</sup>                                | 05/10/2010                 | Common Stock  | 15,000                     | \$ 21.69   | D   | Â   |
| Stock Option (Right to Buy) <sup>(2)</sup> | 02/21/2005 <sup>(7)</sup>                                | 02/21/2011                 | Common Stock  | 23,376                     | \$ 10.29   | D   | Â   |
| Stock Option (Right to Buy) <sup>(2)</sup> | 12/31/2001 <sup>(8)</sup>                                | 05/15/2001                 | Common Stock  | 28,050                     | \$ 15.5  | D   | Â   |
| Stock Option (Right to Buy)                | 12/16/2002 <sup>(9)</sup>                                | 12/16/2011                 | Common Stock  | 70,000                     | \$ 23.82   | D   | Â   |
| Stock Option (Right to Buy) <sup>(2)</sup> | 03/19/2006 <sup>(10)</sup>                               | 03/19/2012                 | Common Stock  | 3,352                      | \$ 29.83   | D   | Â   |
| Stock Option (Right to Buy)                | 03/19/2005 <sup>(11)</sup>                               | 03/19/2012                 | Common Stock  | 10,673                     | \$ 29.83   | D   | Â   |
| Stock Option (Right to Buy) <sup>(2)</sup> | 03/19/2003 <sup>(12)</sup>                               | 03/19/2012                 | Common Stock  | 32,725                     | \$ 29.83   | D   | Â   |
| Restricted Stock Units <sup>(13)</sup>     | 01/17/2006 <sup>(13)</sup>                               | 01/17/2006 <sup>(13)</sup> | Common Stock  | 50,000                     | \$ 0   | D   | Â   |
| Restricted Stock Units <sup>(14)</sup>     | 02/04/2005 <sup>(14)</sup>                               | 02/04/2009 <sup>(14)</sup> | Common Stock  | 55,682                     | \$ 0   | D   | Â   |
| Restricted Stock Units <sup>(15)</sup>     | 02/04/2009 <sup>(15)</sup>                               | 02/04/2009 <sup>(15)</sup> | Common Stock  | 65,509                     | \$ 0   | D   | Â   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| MCINERNEY THOMAS<br>C/O IAC/INTERACTIVECORP<br>152 WEST 57TH STREET, 42ND FLOOR<br>NEW YORK, NY 10019 | Â             | Â         | Â EVP & CFO | Â     |

## Signatures

Thomas  
McInerney

01/10/2005

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Includes 7,393 shares of IAC Common Stock acquired by the reporting person pursuant to the Company's Bonus Stock Purchase Plan in February 2004.  
  
Received in the merger among the Company, Ticketmaster and T Merger Corp., which was completed on January 17, 2003 (the "Merger"), in exchange for options to purchase common stock of Ticketmaster (the "Ticketmaster Options"). The vesting of unvested Ticketmaster Options was not accelerated as a result of the Merger and IAC/InterActiveCorp options received in exchange for Ticketmaster Options have substantially the same terms and conditions (including vesting) as were applicable in the case of the related Ticketmaster Options.
- (2) Ticketmaster Options were not accelerated as a result of the Merger and IAC/InterActiveCorp options received in exchange for Ticketmaster Options have substantially the same terms and conditions (including vesting) as were applicable in the case of the related Ticketmaster Options.
- (3) Vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (June 23, 1999).
- (4) Vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (December 27, 1999).
- (5) Vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (March 31, 2000).
- (6) Represents stock options granted pursuant to the Company's 1997 Stock & Annual Incentive Plan, which vested in four equal installments on the first, second, third and fourth anniversaries of the grant date (May 10, 2000).
- (7) Vests on the fourth anniversary of the grant date (February 21, 2001).
- (8) 25% vested on December 31, 2001 and the remainder vested in equal installments every six months thereafter.
- (9) Represents stock options received pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in four equal installments on the first, second, third and fourth anniversaries of the grant date (December 16, 2001).
- (10) Vests on the fourth anniversary of the grant date (March 19, 2002).
- (11) 33% vests on the first, second and third anniversaries of the grant date (March 19, 2002) and the remainder vests on the fourth anniversary of the grant date.
- (12) Vests in four equal installments on the first, second, third and fourth anniversaries of the grant date (March 19, 2002).
- (13) Represents restricted stock units granted pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in one lump sum installment on the third anniversary of the grant date (January 17, 2003).
- (14) Represents restricted stock units granted pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in equal installments over five years on the anniversary of the grant date (February 4, 2004).
- (15) Represents restricted stock units granted pursuant to the Company's 2000 Stock & Annual Incentive Plan, which vest in one lump sum installment on the fifth anniversary of the grant date (February 4, 2004).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.