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SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)
Options to Purchase Common Stock <sup>(3)</sup>	\$ 45.78	02/02/2012		A	60,000	02/02/2013 <sup>(3)</sup> 02/02/2016 <sup>(3)</sup>	Common Stock, par value \$0.001
Options to Purchase Common Stock <sup>(4)</sup>	\$ 16.28	02/03/2012		M	18,750	12/17/2009 <sup>(4)</sup> 12/17/2012 <sup>(4)</sup>	Common Stock, par value \$0.001

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwerdtman Michael H C/O IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011			SVP & Controller	

## Signatures

Tanya M. Stanich as Attorney-in-Fact for Michael H. Schwerdtman  
Date: 02/06/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Represents shares of IAC common stock acquired upon the exercise of stock options (see footnote 4 below).
- (2)

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The price reflects the weighted average of sales made at prices ranging from \$45.76 to \$46.15. The reporting person agrees to provide upon request by the Staff of the Securities and Exchange Commission, IAC/InterActiveCorp or any security holder of IAC/InterActiveCorp, information regarding the number of shares sold at each separate price.

- (3) Represents stock options granted pursuant to the Company's 2008 Stock and Annual Incentive Plan, which vest in equal installments over four years on the anniversary of February 2, 2012.
- (4) Represents stock options that vest in equal installments over four years on the anniversary of December 17, 2008.

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. T>

eastern Saitama

36 Shizuoka 5 41

4/16 4/22

Northern Tokyo,

western Saitama,

Gunma,

Tochigi

25

Mikawa,

Chitahanda

14

Yamaguchi,

Kyushu,

Okinawa

13 52

5/7 5/13

Hokkaido,

Tohoku,

Niigata,

western Tokyo,

Ibaraki,

Explanation of Responses:

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Yamanashi

47

Gifu,

Mie

8

Southern Osaka,

eastern Osaka,

Nara,

Wakayama

23 78

5/14 5/20

Southern Tokyo,

Kanagawa,

Public Sector Department

56

Owari,

northern Nagoya

19

Northern Osaka,

central Osaka

36 111

5/21 5/27

Central Tokyo 23 Southern Nagoya 13

Hokuriku,

Kyoto,

Shiga,

Hyogo,

Explanation of Responses:

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Chugoku,

Shikoku

31 67

6/4 6/10

Marketing Division, Business Loan Section etc. 11

Marketing Division,

Public Sector Department, Business Loan Section

6

Marketing Division,

Public Sector Department, Business Loan Section

6 23 Eastern Japan total 198 Central Japan total 65 Western Japan total 109 372

\* \* \*

6

**Disciplinary Actions**

As noted below, the monthly compensation of the following executives will be reduced as a measure to hold them accountable for their responsibilities in this matter.

Shigemitsu Miki, Chairman	40% cut for three months
Nobuo Kuroyanagi, President	40% cut for three months
Ryosuke Tamakoshi, Deputy Chairman	50% cut for six months
Takamune Okihara, Deputy President	50% cut for six months
Eight other involved directors and executive officers	10% to 40% cut for three to six months

In addition, certain retired directors and executive officers of the former Sanwa Bank and the former UFJ Bank, including the former Chairman of the Board, the former President, and the nine former directors and executive officers in charge of the Western Japan Area, will be requested to pay back to BTMU 40% to 50% of their monthly compensation for six months for their responsibilities in this matter.

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