

LENDINGTREE INC
Form DEFA14A
July 29, 2003

As filed with the Securities and Exchange Commission on July 29, 2003

SCHEDULE 14A

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|---|---|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the |
| <input type="checkbox"/> Definitive Proxy Statement | Commission Only (as permitted) |
| <input checked="" type="checkbox"/> Definitive Additional Materials | by Rule 14a-6(e)(2) |
| <input type="checkbox"/> Soliciting Material Under Rule 14a-12 | |

LENDINGTREE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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- o Fee paid previously with preliminary materials:
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**LENDINGTREE, INC.
11115 RUSHMORE DRIVE
CHARLOTTE, NC 28277**

July 29, 2003

Dear Fellow Stockholder:

We have previously sent to you proxy material for the Special Meeting of LendingTree, Inc. stockholders to be held on August 8, 2003 in connection with the proposed merger with a subsidiary of InterActiveCorp. **Your Board of Directors has unanimously recommended that stockholders vote FOR approval and adoption of the merger agreement and FOR approval of the related charter amendment.**

Since the required votes on the merger agreement and the charter amendment each require approval by a specific percentage of the outstanding shares entitled to vote, **your vote is important**, no matter how many or how few shares you may own. Whether or not you have already done so, **please sign, date and return the enclosed proxy card today in the envelope provided.**

Very truly yours,

/s/ Douglas R. Lebda

Douglas R. Lebda
Chief Executive Officer

IMPORTANT NOTE:

If you hold your shares through a bank or broker,
you can now vote by telephone, or *via* the Internet.

**If you have any questions, or need assistance in voting
your shares, please call our proxy solicitor,**

**INNISFREE M&A INCORPORATED
TOLL-FREE, at 1-888-750-5834.**
