

IAC/INTERACTIVECORP  
Form DEF 14A  
May 01, 2006  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  x

Filed by a Party other than the Registrant  o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

**IAC/InterActiveCorp**

(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):

- x No fee required.
- o 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:
- 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:



**May 10, 2006**

Dear Stockholder:

You are invited to attend the 2006 Annual Meeting of Stockholders of IAC/InterActiveCorp, which will be held on Tuesday, June 20, 2006 at 9:00 a.m., local time, at Le Parker Meridien Hotel, 118 West 57th Street, New York, New York 10019.

At the 2006 Annual Meeting, you will be asked to elect 11 directors and to ratify the appointment of Ernst & Young LLP as IAC's independent registered public accounting firm. The Board of Directors unanimously recommends a vote FOR each of these proposals.

It is important that your shares be represented and voted at the 2006 Annual Meeting regardless of the size of your holdings. Whether or not you plan to attend the 2006 Annual Meeting, please complete, sign, date and return the accompanying proxy card in the enclosed envelope to make certain your shares will be represented at the meeting. You may also submit a proxy for your shares by telephone or through the internet by following the instructions on the enclosed proxy card.

I look forward to greeting those of you who will be able to attend the meeting.

Sincerely,

Barry Diller  
*Chairman and Chief Executive Officer*

152 WEST 57TH STREET 42ND FLOOR NEW YORK, NEW YORK 10019 212.314.7300 FAX 212.314.7309

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**IAC/INTERACTIVECORP**  
**152 West 57th Street**  
**42nd Floor**  
**New York, New York 10019**

**NOTICE OF 2006 ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders:

IAC/InterActiveCorp ( IAC ) is providing this proxy statement to holders of our common stock, Class B common stock and Series B preferred stock in connection with the solicitation of proxies by IAC 's Board of Directors for use at the 2006 Annual Meeting of Stockholders to be held at 9:00 a.m., local time, on Tuesday, June 20, 2006, at Le Parker Meridien Hotel, 118 West 57th Street, New York, New York 10019. At the 2006 Annual Meeting, stockholders will be asked:

1. to elect 11 members of the IAC Board of Directors, each to hold office for a one-year term ending on the date of the next succeeding annual meeting of stockholders or until such director 's successor shall have been duly elected and qualified (or, if earlier, such director 's removal or resignation from IAC 's Board of Directors);
2. to ratify the appointment of Ernst & Young LLP as IAC 's independent registered public accounting firm for the 2006 fiscal year; and
3. to transact such other business as may properly come before the meeting and any related adjournments or postponements.

IAC 's Board of Directors has set April 26, 2006 as the record date for the 2006 Annual Meeting. This means that holders of record of our common stock, Class B common stock and Series B preferred stock at the close of business on that date are entitled to receive notice of the 2006 Annual Meeting and vote their shares at the 2006 Annual Meeting and any related adjournments or postponements.

Only stockholders and persons holding proxies from stockholders may attend the 2006 Annual Meeting. Seating is limited, however, and admission to the 2006 Annual Meeting will be on a first-come, first-served basis. If your shares are registered in your name, you should bring a form of photo identification to the 2006 Annual Meeting. If your shares are held in the name of a broker, trust, bank or other nominee, you will need to bring a proxy or letter from that broker, trust, bank or other nominee that confirms you are the beneficial owner of those shares, together with a form of photo identification. Cameras, recording devices and other electronic devices will not be permitted at the 2006 Annual Meeting.

By order of the Board of Directors,

Gregory R. Blatt  
*Executive Vice President, General Counsel  
and Secretary*

May 10, 2006

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**IAC/INTERACTIVECORP**

152 West 57th Street

42nd Floor

New York, NY 10019

**PROXY STATEMENT**

**QUESTIONS AND ANSWERS ABOUT THE 2006 ANNUAL MEETING AND VOTING**

**Q:** Who is entitled to vote at the 2006 Annual Meeting?

**A:** Holders of IAC common stock, Class B common stock and Series B preferred stock as of the close of business on April 26, 2006, the record date for the 2006 Annual Meeting established by IAC's Board of Directors, are entitled to receive notice of the 2006 Annual Meeting and vote their shares at the 2006 Annual Meeting and any related adjournments or postponements. The enclosed Notice of 2006 Annual Meeting, proxy statement and form of proxy are first expected to be mailed to these stockholders on or about May 10, 2006.

On the record date, there were 290,381,257 shares of IAC common stock, 25,599,998 shares of Class B common stock and 846 shares of Series B preferred stock outstanding and entitled to vote. Holders of IAC common stock are entitled to one vote per share, holders of Class B common stock are entitled to ten votes per share and holders of Series B preferred stock are entitled to two votes per share.

**Q:** What is the difference between a stockholder of record and a stockholder who holds stock in street name?

**A:** If your IAC shares are registered in your name, you are a stockholder of record. If your IAC shares are held in the name of your broker, bank or another holder of record, these shares are held in street name.

You may examine a list of the stockholders of record as of the close of business on April 26, 2006 for any purpose germane to the 2006 Annual Meeting during normal business hours during the 10-day period preceding the date of the meeting at the offices of IAC, located at 152 West 57th Street, 42nd Floor, New York, New York 10019. This list will also be made available at the 2006 Annual Meeting.

**Q:** What shares are included on the enclosed proxy card?

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**A:** If you are a stockholder of record only, you will receive one proxy card from The Bank of New York for all of the IAC shares that you hold directly. If you hold IAC shares in street name through one or more banks, brokers and/or other holders of record, you will receive proxy materials, together with voting instructions and information regarding the consolidation of your votes, from the third party or parties through which you hold your IAC shares. If you are a stockholder of record and hold additional IAC shares in street name, you will receive proxy materials from The Bank of New York and the third party or parties through which your IAC shares are held.