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As filed with the Securities and Exchange Commission on November 9, 2015.

Registration No. 333-207472

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2
to

FORM S-1 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Match Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or
organization)

7389
(Primary Standard Industrial
Classification Code Number)

26-4278917
(I.R.S. Employer
Identification Number)

**8300 Douglas Avenue
Suite 800
Dallas, TX 75225**

Telephone: [REDACTED]

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Gregg J. Winiarski
Executive Vice President and General Counsel
IAC/InterActiveCorp
555 West 18th Street
New York, NY 10011**

Telephone: [REDACTED]

Facsimile: [REDACTED]

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

**Andrew J. Nussbaum
Ante Vucic
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
Telephone: [REDACTED]
Facsimile: [REDACTED]**

**David J. Goldschmidt
Skadden, Arps, Slate, Meagher &
Flom LLP
4 Times Square
New York, New York 10036
Telephone: [REDACTED]
Facsimile: [REDACTED]**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement