

number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a
smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Common stock, par value \$0.001 per share	38,333,333	\$14.00	\$536,666,662	\$54,042

(1) Includes an additional 5,000,000 shares that the underwriters have an option to purchase.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(a) under the Securities Act of 1933.

(3) The Registrant previously paid \$10,070 of this amount in connection with the initial filing of this Registration Statement.

The Registrant hereby amends this Registration Statement on such date as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. The securities may not be sold until the Registration Statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated November 9, 2015

Preliminary Prospectus

33,333,333 shares

matchgroup

Common stock

This is an initial public offering of common stock by Match Group, Inc. The estimated initial public offering price is between \$12.00 and \$14.00 per share.

We have applied to list our common stock on the NASDAQ Global Select Market under the symbol "MTCH."

Following this offering, we will have three classes of authorized common stock: common stock, Class B common stock and Class C common stock. The rights of the holders of the shares of common stock, Class B common stock and Class C common stock are identical, except with respect to voting and conversion and certain stock dividends. Each holder of common stock is entitled to one vote per share. Each holder of Class B common stock is entitled to ten votes per share and each share of Class B common stock is convertible at any time at the election of the holder into one share of common stock. Holders of Class C common stock are not entitled to any votes per share except as (and then only to the extent) otherwise required by the laws of the State of Delaware, in which case holders of Class C common stock will be entitled to one one-hundredth (1/100) of a vote on such matters for each share of Class C common stock held. There will be no outstanding shares of Class C common stock upon completion of this offering. Holders of our common stock and Class B common stock vote together as a single class on all matters presented to our stockholders for their vote or approval, except as otherwise required by applicable law. Upon completion of this offering, IAC/InterActiveCorp, or IAC, which is our parent company, will own all of the shares of our outstanding Class B common stock, representing approximately 86.1% of our outstanding shares of capital stock and approximately 98.4% of the combined voting power of our outstanding capital stock (or approximately 84.4% of our outstanding shares of capital stock and approximately 98.2% of the combined voting power of our outstanding capital stock, if the underwriters exercise in full their option to purchase additional shares of our common stock in this offering). As a result of IAC's ownership of all of our Class B common stock following this offering, we will be a "controlled company" under the Marketplace Rules of the NASDAQ Stock Market.

Match Group, Inc. is offering the shares to be sold in this offering. Match Group, Inc. currently intends to use all of the net proceeds from this offering to repay