

- the last day of the fiscal year in which we are deemed to be a large accelerated filer, which means the market value of our capital stock that is held by non-affiliates exceeds \$700.0 million as of the prior June 30; or
- the date on which we have issued more than \$1.0 billion of non-convertible debt during the prior three-year period.

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Until we cease to be an emerging growth company, we may take advantage of reduced reporting requirements generally unavailable to other public companies. Those provisions allow us to:

- provide less than five years of selected financial data in an initial public offering registration statement;
- provide reduced disclosure regarding our executive compensation arrangements pursuant to the rules applicable to smaller reporting companies, which means we do not have to include a compensation discussion and analysis and certain other disclosure regarding our executive compensation; and
- not provide an auditor attestation of our internal control over financial reporting.

The JOBS Act also permits an emerging growth company such as us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies, and exempts an emerging growth company such as us from Sections 14A(a) and (b) of the Securities Exchange Act of 1934, or the Exchange Act, which require companies to hold shareholder advisory votes on executive compensation and golden parachute compensation.

We have elected to adopt the reduced disclosure requirements described above for purposes of the registration statement of which this prospectus is a part. In addition, for so long as we qualify as an emerging growth company, we expect to take advantage of certain of the reduced reporting and other requirements of the JOBS Act with respect to the periodic reports we will file with the Securities and Exchange Commission, or the SEC, and proxy statements that we use to solicit proxies from our stockholders.

We have elected to not take advantage of the extended transition period that allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies, which means that the financial statements included in this prospectus, as well as financial statements we file in the future, will be subject to all new or revised accounting standards generally applicable to public companies. Our election not to take advantage of the extended transition period is irrevocable.

**Corporate information**

We were incorporated in the State of Delaware on February 12, 2009. Our principal executive offices are located at 8300 Douglas Avenue, Dallas, Texas 75225, and our telephone number is (214) 576-9352. Following the completion of this offering, we currently expect to maintain a website at the address [www.matchgroupinc.com](http://www.matchgroupinc.com). Information that will be contained on, or accessible through, our website is not a part of this prospectus, and the inclusion of our website address in this prospectus is an inactive textual reference.

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**The offering**

<b>Shares of common stock offered by us</b>	33,333,333 shares.
<b>Option to purchase additional shares of common stock</b>	5,000,000 shares.
<b>Shares to be outstanding after this offering:</b>	
<b>Common stock Class B</b>	33,333,333 shares of common stock (or 38,333,333 shares if the underwriters exercise in full their option to purchase additional shares of our common stock).