

common stock	206,714,274 shares of Class B common stock. IAC will hold all outstanding shares of our Class B common stock.
Class C common stock	No shares of Class C common stock.
Voting rights: Common stock voting rights	One vote per share, representing, in the aggregate, approximately 1.6% of the combined voting power of our capital stock outstanding after this offering (or 1.8% if the underwriters exercise in full their option to purchase additional shares of our common stock).
Class B common stock voting rights	Ten votes per share, representing, in the aggregate, approximately 98.4% of the combined voting power of our capital stock outstanding after this offering (or 98.2% if the underwriters exercise in full their option to purchase additional shares of our common stock).
Class C common stock voting rights	No votes per share, except as (and then only to the extent) otherwise required by the laws of the State of Delaware, in which case one one-hundredth (1/100) of a vote per share.
Use of proceeds	Assuming an initial public offering price of \$13.00 per share, which is the midpoint of the offering price range set forth on the cover page of this prospectus, we estimate that the net proceeds to us from the sale of our common stock in this offering will be \$403,666,663 (or \$465,390,721 if the underwriters exercise in full their option to purchase additional shares of our common stock), after deducting underwriting discounts and commissions and estimated offering expenses. We currently intend to use all of the net proceeds from this offering to repay related-party indebtedness owed to IAC. See "Use of proceeds."

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Dividends	We do not expect to pay cash dividends on our capital stock in the foreseeable future. Instead, we anticipate that all of our future earnings will be retained to support our operations and to finance the growth and development of our business. Any future determination to pay dividends on our capital stock will be made by our board of directors and will depend upon a number of factors, including (among others) our results of operations, financial condition, capital requirements, business strategy, regulatory and contractual restrictions, general economic conditions and other factors that our board of directors deems relevant. See "Dividend policy."
Directed share program	At our request, the underwriters have reserved for sale, at the initial public offering price, up to 5% of the shares of common stock offered by this prospectus for sale to our employees and directors and those of IAC. These sales will be made by an affiliate of J.P. Morgan Securities LLC, an underwriter of this offering, through a directed share program. If these persons purchase reserved shares, it will reduce the number of shares of common stock available for sale to the general public. Any reserved shares that are not so purchased will be offered by the underwriters to the general public on the same terms as the other shares of common stock offered by this prospectus. See "Underwriting—Directed share program."
Listing Risk factors	We have applied to list our common stock on the NASDAQ Global Select Market under the trading symbol "MTCH." Investing in our common stock involves risks. See "Risk factors," beginning on page 16, for a discussion of certain factors that you should carefully consider before making an investment decision.

Unless otherwise noted, references in this prospectus to number of shares outstanding exclude:

- vested options to purchase 3,201,088 shares of our common stock at a weighted average exercise price of \$3.33 per share, which were outstanding as of September 30, 2015;
- unvested options to purchase 13,608,010 shares of our common stock at a weighted average exercise price of \$12.89 per share, which were outstanding as of September 30, 2015;
- 57,343 shares of common stock issuable upon the vesting of restricted stock units outstanding as of September 30, 2015;
- additional shares of our common stock that may be issuable pursuant to awards granted under our 2015 Plan (as defined below);
- 12,301,418 shares of our common stock which are issuable upon the settlement of vested equity awards granted in certain of our subsidiaries which were outstanding as of September 30, 2015;
- 6,561,947 shares of our common stock which are issuable upon the settlement of unvested equity awards granted in certain of our subsidiaries which were outstanding as of September 30, 2015; and
- 2,853,238 shares of our common stock which are issuable to IAC as reimbursement for compensation expenses related to IAC equity awards held by our employees.

See "Certain relationships and related party transactions—Employee matters agreement" and "Management's discussion and analysis of financial condition and results of operations—Critical accounting policies—Stock-based compensation."