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Prior to the completion of this offering, the equity awards that relate to our common stock or the common stock of certain of our subsidiaries are settleable in shares of IAC common stock. Upon completion of this offering, the options that relate to our common stock will be exercisable for shares of our common stock and the equity awards that relate to our subsidiaries will be settleable, at IAC's election, in shares of IAC common stock or in shares of our common stock. See "Management's discussion and analysis of financial condition and results of operations—Critical accounting policies—Stock-based compensation."

Unless otherwise indicated, the information contained in this prospectus is as of the date set forth on the cover of this prospectus and assumes:

- 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;
- that the underwriters' option to purchase additional shares of our common stock is not exercised;
- the filing of a certificate of amendment, which will occur immediately prior to the consummation of this offering, to, among other things: (i) authorize the creation of our Class B common stock and our Class C common stock, (ii) authorize the common stock to be issued in this offering and (iii) recapitalize each share of our common stock outstanding immediately prior to this offering into 16 shares of Class B common stock;
- the 206,714,274 shares of our Class B common stock to be held by IAC upon completion of this offering includes 38,461,538 shares IAC will receive in exchange for its \$500.0 million cash contribution to us made in connection with the acquisition of PlentyOfFish, based on an assumed 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. If the offering price is higher than \$13.00, IAC will hold fewer shares of our Class B common stock upon completion of the offering; if the offering price is lower than \$13.00, IAC will hold more shares of our Class B common stock upon completion of the offering. For example, if the offering price is:
 - \$12.00, IAC will be issued 41,666,667 shares of Class B common stock in exchange for its \$500 million cash contribution. Upon completion of this offering, IAC would hold a total of 209,919,402 shares of Class B common stock, representing approximately 86.3% of our outstanding shares of capital stock, and approximately 98.4% of the combined voting power of our outstanding capital stock (or approximately 84.6% 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); or
 - \$14.00, IAC will be issued 35,714,286 shares of Class B common stock in exchange for its \$500 million cash contribution. Upon completion of this offering, IAC would hold a total of 203,967,021 shares of Class B common stock, representing approximately 86.0% of our outstanding shares of capital stock, and approximately 98.4% of the combined voting power of our outstanding capital stock (or approximately 84.2% 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); and
- the issuance to IAC, after the initial public offering price has been determined, but prior to the completion of this offering, of related-party indebtedness with a principal amount equal to the total net proceeds from this offering to be received by us, assuming the underwriters exercise in full their option to purchase additional shares. See "Use of Proceeds."

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Summary historical and pro forma combined financial and other information

The following summary historical combined financial information as of December 31, 2013 and 2014 and for the years ended December 31, 2012, 2013 and 2014 has been derived from our audited combined financial statements included elsewhere in this prospectus. The following summary historical combined financial information as of September 30, 2015 and for the nine months ended September 30, 2014 and 2015 has been derived from our unaudited interim combined financial statements included elsewhere in this prospectus. The unaudited interim combined financial statements have been prepared on the same basis as our audited combined financial statements and, in the opinion of our management, reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of this information. Our historical results are not necessarily indicative of the results to be expected for any future period, and results for any interim period are not necessarily indicative of the results to be expected for the full year. Except as otherwise indicated, the following unaudited pro forma combined financial information presents Match Group's consolidated balance sheet and statement of operations after giving effect to the PlentyOfFish acquisition, the issuance of the Match Notes, borrowings under the Term Loan Facility, this offering and the related borrowings under the Revolving Credit Facility and the application of proceeds of these transactions. The pro forma financial data for the twelve-month period ending September 30, 2015 is derived by adding the financial data from the unaudited pro forma combined statement of operations for the nine months ended September 30, 2015 with the unaudited pro forma combined statement of operations for the year ended December 31, 2014 and then deducting the financial data from the unaudited pro forma combined statement of operations for the nine months ended September 30, 2014. The pro forma information under