

***Future sales, or the perception of future sales, of our common stock may depress the price of our common stock.***

The market price of our common stock could decline significantly as a result of sales of a large number of shares of our stock in the market after this offering, including shares which might be offered for sale by IAC. The perception that these sales might occur could depress the market price of common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. See "—Future sales or distributions of our shares by IAC could depress our common stock price."

Upon completion of this offering, we will have 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), 206,714,274 shares of Class B common stock and no shares of Class C common stock outstanding. The shares of common stock offered in this offering will be freely tradable without restriction under the Securities Act of 1933, or the Securities Act, except for any shares of common stock that may be held or acquired by our directors, executive officers and other affiliates, as that term is defined in the Securities Act, which will be restricted securities under the Securities Act. Restricted securities may not be sold in the public market unless the sale is registered under the Securities Act or an exemption from registration is available. We will grant registration rights to IAC with respect to shares of our common stock and Class B common stock. Any shares registered pursuant to the registration rights agreement described in "Certain relationships and related party transactions" will be freely tradable in the public market following a 180-day lock-up period as described below.

In connection with this offering, we, our directors and executive officers and IAC will each agree to enter into a lock-up agreement and thereby be subject to a lock-up period, meaning that they and their permitted transferees will not be permitted to sell any of the shares of our capital stock for 180 days after the date of this prospectus, subject to certain exceptions without the prior consent of J.P. Morgan Securities LLC and Allen & Company LLC. Although we have been advised that there is no present intention to do so, the representatives at the underwriters may, in their sole discretion and without notice, release all or any portion of the shares from the restrictions in any of the lock-up agreements described above. See "Underwriting."

Also, in the future, we may issue our securities in connection with investments or acquisitions. The amount of shares of our capital stock issued in connection with an investment or acquisition could constitute a material portion of our then outstanding shares of our common stock.

***An active trading market for our common stock may never develop or be sustained.***

We have applied to list our common stock on the NASDAQ Global Select Market under the symbol "MTCH." However, we cannot assure you that an active trading market for our common stock will develop on that exchange or elsewhere or, if developed, that any market will be sustained. Accordingly, we cannot assure you of the likelihood that an active trading market for our common stock will develop or be maintained, the liquidity of any trading market, your ability to sell your shares of our common stock when desired or the prices that you may obtain for your shares.

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***In making your investment decision, you should understand that we and the underwriters have not authorized any other party to provide you with information concerning us or this offering, you should not rely on information in public media that is published by third parties and you should rely only on statements made in this prospectus in determining whether to purchase our shares.***

You should carefully evaluate all of the information in this prospectus. We have in the past received, and may continue to receive, a high degree of media coverage, including coverage that is not directly attributable to statements made by our officers and employees, that incorrectly reports on statements made by our officers or employees, or that is misleading as a result of omitting information provided by us, our officers or employees. We cannot confirm the accuracy of such coverage. We and the underwriters have not authorized any other party to provide you with information concerning us or this offering. As a result, you should carefully evaluate all of the information in this prospectus and rely only on the information contained in this prospectus in determining whether to purchase our shares of common stock.

***We do not expect to declare any cash dividends in the foreseeable future.***

We do not intend to pay cash dividends on our common stock, Class B common stock or Class C common stock for 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 relating to our dividend policy will be made by our board of directors and will depend on a number of factors, including:

- our historic and projected financial condition, liquidity and results of operations;
- our capital levels and needs;
- tax considerations;
- any acquisitions or potential acquisitions that we may consider;
- statutory and regulatory prohibitions and other limitations;
- the terms of any credit agreements or other borrowing arrangements that restrict our ability to pay cash dividends, including the Credit Agreement and the indenture relating to the Match Notes;
- general economic conditions; and
- other factors deemed relevant by our board of directors.

We are not obligated to pay dividends on our common stock, Class B common stock or Class C common stock. Consequently, investors may need to rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors