

seeking cash dividends should not purchase our common stock.

**Provisions in our certificate of incorporation and bylaws or Delaware law may discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the trading price of our common stock.**

Delaware corporate law and our certificate of incorporation and bylaws contain provisions that could discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous, including provisions which:

- authorize the issuance of "blank check" preferred stock that our board could issue to increase the number of outstanding shares and to discourage a takeover attempt;

37

---

Table of Contents

- limit the ability of our stockholders to call special meetings of stockholders;
- provide that certain litigation against us can only be brought in Delaware; and
- provide that the board of directors is expressly authorized to make, alter or repeal our bylaws.

Any provision of our certificate of incorporation, our bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

38

---

Table of Contents

## About this prospectus

Unless otherwise indicated or the context otherwise requires, all references in this prospectus to "we," "our," "us," "Match Group," "the Company," and "our company" refer to Match Group, Inc. and its combined subsidiaries.

In this prospectus, references to "North America" refer to the United States and Canada; references to "Western Europe" refer to Austria, Belgium, Denmark, Finland, France, Germany, Ireland, Italy, Luxembourg, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom; references to "other selected countries" refer to Argentina, Australia, Brazil, Chile, China, Colombia, Costa Rica, Czech Republic, Greece, Hong Kong SAR, Hungary, Iceland, India, Indonesia, Israel, Japan, South Korea, Kuwait, Malaysia, Mexico, New Zealand, Philippines, Poland, Romania, the Russian Federation, Singapore, South Africa, Thailand, Turkey, Ukraine, United Arab Emirates and Vietnam; references to "monthly active users," or MAU, means users who logged in through our mobile or web applications in the last 28 days as of the date of measurement (reported MAU is the sum total of MAUs of each of our individual brands, and users active on multiple brands are counted in the MAU of each brand; we believe that a typical MAU of our dating products uses, on average, two different dating products in a given three month period, based on information provided by Research Now as of September 2015); references to "Daily Active Users" means users who logged in through our mobile or web applications in the last day as of the date of measurement; and references to "paid members" means users with a paid membership at the time or for the period indicated. When we refer to MAU or paid members as of a specific date, we refer to the MAU or paid members measured as of that particular date. When we refer to MAU for a multi-month period, we refer to the straight average of the monthly MAU for such period, calculated as the sum of the MAU as of the last day of each month in the measurement period, divided by the total number of months in such period. When we refer to paid members for a specific period, we mean the average paid members for such period, calculated as the sum of the paid members for each day in the measurement period, divided by the number of days in such period. We sometimes refer to this as "Average PMC." In this prospectus, information regarding MAU and paid members for the quarter ended September 30, 2015, as well as related growth rate information, includes/reflects MAU and paid members of Plentyoffish Media Inc. Except as discussed in the immediately preceding sentence, users and paid members of acquired companies are included in MAU and paid member information from and after the date of acquisition.

References to our "certificate of incorporation" refer to our Amended and Restated Certificate of Incorporation and references to our "bylaws" refer to our Amended and Restated By-laws, as each will be in effect upon the completion of this offering.

We have made rounding adjustments to some of the figures in this prospectus. Accordingly, numerical figures shown as totals in some tables may not be an arithmetic aggregation of the figures that precede them.

This prospectus contains references to our trademarks and service marks and to those belonging to other entities. Solely for convenience, trademarks and trade names referred to in this prospectus may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names. We do not intend our use or display of other companies' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other companies.

This prospectus contains industry, market and competitive position data that is based on industry publications and studies conducted by independent third parties that we believe to be reliable sources, including studies by

39

---

Table of Contents