

- operational and financial risks in connection with acquisitions;
- risks associated with operating as a public company;
- our ability to realize the potential benefits from this initial public offering;
- risks associated with litigation or other legal proceedings arising in the ordinary course of business;
- risks related to our ongoing relationship with IAC;
- risks associated with our Credit Agreement, the Match Notes and the related indenture and our indebtedness generally;
- risks associated with this offering; and
- other factors discussed elsewhere in this prospectus.

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this prospectus. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which new factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We do not undertake to update these forward-looking statements, except as required by law.

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Use of proceeds

We estimate that our net proceeds from this offering will be approximately \$403,666,663 (or \$465,390,721 if the underwriters exercise in full their option to purchase additional shares of our common stock), based on an assumed initial public offering price of \$13.00 per share (the midpoint of the offering price range set forth on the cover page of this prospectus) and less underwriting discounts and commissions and estimated offering expenses payable by us.

We currently intend to use all of the net proceeds from this offering (including any net proceeds received if the underwriters exercise their option to purchase additional shares) to repay related-party indebtedness issued to IAC after the initial public offering price has been determined, but prior to the closing of this offering. The aggregate principal amount of such indebtedness will be equal to the total net proceeds to us from this offering, assuming the underwriters exercise in full their option to purchase additional shares. If the underwriters exercise in full their option to purchase additional shares, such related-party indebtedness will be repaid in full with the net proceeds from this offering. If the underwriters do not exercise in full their option to purchase additional shares, we intend to incur additional borrowings under the Revolving Credit Facility in order to repay the balance of the IAC related-party indebtedness. The IAC related-party indebtedness will bear interest at 2.25% per year and will mature within 30 days of the issuance of such indebtedness.

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Dividend policy

We do not intend to pay 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.