

- the last day of the fiscal year in which we are deemed to be a large accelerated filer, which means the market value of our common shares which are held by non-affiliates exceeds \$700 million as of the prior June 30; or
- the date on which we have issued more than \$1.0 billion of nonconvertible debt during the prior three-year period.

Until we cease to be an emerging growth company, we may take advantage of reduced reporting requirements generally unavailable to other public companies. Those provisions allow us to:

- provide less than five years of selected financial data in an initial public offering registration statement;
- provide reduced disclosure regarding our executive compensation arrangements pursuant to the rules applicable to smaller reporting companies, which means we do not have to include a compensation discussion and analysis and certain other disclosure regarding our executive compensation; and
- not provide an auditor attestation of our internal control over financial reporting.

The JOBS Act also permits an emerging growth company such as us to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies, and exempts an emerging growth company such as us from Sections 14A(a) and (b) of the Exchange Act, which

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require companies to hold shareholder advisory votes on executive compensation and golden parachute compensation.

We have elected to adopt the reduced disclosure requirements described above for purposes of the registration statement of which this prospectus is a part. In addition, for so long as we qualify as an emerging growth company, we expect to take advantage of certain of the reduced reporting and other requirements of the JOBS Act with respect to the periodic reports we will file with the SEC and proxy statements that we use to solicit proxies from our stockholders.

We have elected to not take advantage of the extended transition period that allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies, which means that the financial statements included in this prospectus, as well as financial statements we file in the future, will be subject to all new or revised accounting standards generally applicable to public companies. Our election not to take advantage of the extended transition period is irrevocable.

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## **Our business**

### **Our mission**

Establishing a romantic connection is a fundamental human need. Whether it's a good date, a meaningful relationship or an enduring marriage, romantic connectivity lifts the human spirit. Our mission is to increase romantic connectivity worldwide.

### **Who we are**

Match Group is the world's leading provider of dating products. We operate a portfolio of over 45 brands, including Match, OkCupid, Tinder, PlentyOfFish, Meetic, Twoo, OurTime and FriendScout24, each designed to increase our users' likelihood of finding a romantic connection. Through our portfolio of trusted brands, we provide tailored products to meet the varying preferences of our users. We currently offer our dating products in 38 languages across more than 190 countries, and we had approximately 59 million MAU, and approximately 4.7 million paid members, using our dating products for the quarter ended September 30, 2015.

Our target market includes all adults in North America, Western Europe and other select countries around the world who are not in a committed relationship and who have access to the internet, which, based on a study by Research Now commissioned by us in July 2015, we estimate at approximately 511 million people, compared to an estimated 360 million people in 2011. Consumer preferences within this population vary significantly, influenced in part by demographics, geography, religion and sensibility. As a result, the market for dating products is fragmented, and no single product has been able to effectively serve the dating category as a whole.

Given wide ranging consumer preferences, we approach the category with a brand portfolio strategy, through which we attempt to offer dating products that collectively appeal to the broadest spectrum of consumers. We believe that this approach maximizes our ability to capture additional users, as demonstrated by our MAU and paid member count compound annual growth rates between the quarter ended September 30, 2011 and the quarter ended September 30, 2015 of 63% and 23%, respectively. We increasingly apply a centralized discipline to learnings, best practices and technologies across our brands in order to increase growth, reduce costs and maximize profitability. This approach allows us to quickly introduce new products and features, optimize marketing strategies, reduce operating costs and more effectively deploy talent across our organization.

Coinciding with the general trend toward mobile technology, we have experienced a meaningful shift in our user base from desktop devices to mobile devices, and now offer mobile experiences on substantially all of our dating products. During the quarter ended September 30, 2015, pro forma for PlentyOfFish, 73% of our new users signed up for our products through mobile channels, as compared to only 35% during the quarter ended September 30, 2013. This shift has enabled us to reach groups of users which had previously proven elusive, such as the millennial audience; for example, Tinder, a mobile-only product, has