

(2) Reflects the dollar value of IAC RSUs, calculated by multiplying the closing market price of IAC common stock on the grant date by the number of RSUs awarded.

(3) These amounts represent the grant date fair value of awards granted in the year indicated, computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The grant date fair value of awards reflects an estimate as of the grant date and may not correspond to the actual value that will be recognized by the named executive officers. Option Awards granted in 2014 consist of options to purchase Match Group, Inc. common stock, or Match stock options, which were valued using a Black-Scholes option pricing model. The Black-Scholes model incorporates various assumptions, including expected volatility, expected term and risk-free interest rates. The expected stock price volatilities are estimated based on IAC's historical volatility. The risk-free interest rates are based on the U.S. Treasury yields for notes with comparable terms as the awards, in effect at the grant date. The expected term is based upon the mid-point of the first and last window for exercises. For option awards granted to the named executive officers during 2014, the Black-Scholes option pricing model assumptions were as follows:

Name	Grant date	Expected term (years)	Risk-free interest rate	Expected volatility	Assumed annual dividend yield
G. Blatt	1/20/14	5.00	1.6255%	30.427%	0%
S. Yagan	2/11/14	3.47	0.9239%	28.778%	0%
J. Dawson	2/11/14	3.47	0.9239%	28.778%	0%

120

## Table of Contents

(4) Additional information regarding all other compensation amounts for each named executive in 2014 is as follows:

	Gregory R. Blatt	Sam Yagan	Jeffrey Dawson
Personal use of corporate aircraft(a)	\$ 9,957	—	—
Dividend credits(b)	\$ 277,500	—	\$ 6,954
401(k) plan Company match	\$ 7,800	\$ 7,800	\$ 7,800
Total	\$ 295,257	\$ 7,800	\$ 14,754

(a) Reflects the incremental cost for personal use of aircraft in which IAC has purchased a fractional ownership interest. We calculate the incremental cost to us for personal use of our aircraft based on the average variable operating costs to us. The variable costs are calculated by multiplying the hours flown for personal use by the hourly flight and fuel charges, plus airport arrival or departure fees, if applicable, and does not include monthly management fees for such aircraft.

(b) Represents cash amounts paid upon the vesting of IAC RSUs in 2014 for dividends credited to unvested RSUs. The terms of IAC RSUs granted prior to January 1, 2012 provide that grantees are credited for ordinary cash dividends (in an amount equal to the number of unvested RSUs outstanding on the applicable dividend record date, multiplied by the applicable dividend rate). These amounts are paid in cash upon the vesting of the underlying IAC RSUs.

(5) Information for 2012 and 2013 reflects compensation received by Mr. Blatt in his capacity as Chief Executive Officer of IAC. Mr. Blatt was appointed as Chairman of The Match Group, a segment of IAC, in December 2013. In connection with this new role, in January 2014, an aggregate of 352,037 IAC stock options granted to Mr. Blatt in May 2013 were canceled and replaced with Match stock options, The Princeton Review stock appreciation rights and DailyBurn stock appreciation rights. The amount in the table reflects the incremental expense associated with this modification.

## Outstanding equity awards at 2014 fiscal year-end

The table below provides information regarding IAC RSUs, IAC stock options and Match stock options held by our named executives on December 31, 2014. The Match stock options in the table give pro forma effect to estimated adjustments to be made to the Match stock options in connection with the distribution to be made by us to IAC, and to the recapitalization of our equity that will occur, in each case, immediately prior to the completion of this offering. The market value of the IAC RSU award is based on the closing price of IAC common stock on December 31, 2014 (\$60.79).

Name	Option awards				Stock awards	
	Number of securities underlying unexercised options (#)	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)(1)	Market value of shares or units of stock that have not vested (\$)(1)
<b>Gregory R. Blatt(2)</b>						
Match stock options	934,277	—	\$ 4.06	2/16/20	—	—
Match stock options	770,848	1,541,696(3)	\$ 9.26	5/2/23	—	—
IAC RSUs	—	—	—	—	84,998	\$ 5,167,028
<b>Sam Yagan</b>						
Match stock options	944,000	—	\$ 1.90	6/8/18	—	—
Match stock options	419,040	419,040(4)	\$ 4.09	12/31/19	—	—
Match stock options	—	828,000(5)	\$ 9.26	2/11/24	—	—
IAC stock options	25,000	25,000(6)	\$ 35.62	6/8/21	—	—
IAC stock options	25,000	25,000(7)	\$ 60.00	2/2/22	—	—
IAC stock options	—	50,000(8)	\$ 49.18	10/3/22	—	—
<b>Jeffrey Dawson</b>						
Match stock options	41,920	41,920(4)	\$ 4.09	12/31/19	—	—
Match stock options	—	84,000(5)	\$ 9.26	2/11/24	—	—

(1) Mr. Blatt held 84,998 IAC RSUs on December 31, 2014 which were granted on May 3, 2013. One-half of the RSUs vested on May 3, 2015 and the other half will