

Table of Contents

The address of each director and executive officer shown in the table below is c/o Match Group, Inc., 8300 Douglas Avenue, Suite 800, Dallas, TX 75225.

	Beneficial ownership before this offering(1)(3)				Beneficial ownership after this offering(2)(3)			
	Shares of common stock beneficially owned	Shares of Class B common stock beneficially owned	Total		Shares of common stock beneficially owned	Shares of Class B common stock beneficially owned	Total	
			Number	%			Number	Number
Greater than 5% stockholders								
IAC/InterActiveCorp.	206,714,274	—	206,714,274	100%	—	206,714,274	206,714,274	86.1%
Executive officers and directors								
Gregory R. Blatt	2,475,973(4)	—	2,475,973(4)	*	2,475,973(4)	—	2,475,973(4)	1.0%
Sam Yagan	2,196,080(5)	—	2,196,080(5)	*	2,196,080(5)	—	2,196,080(5)	1.0%
Gary Swidler	—	—	—	—	—	—	—	—
Amarnath Thombre	247,600(6)	—	247,600(6)	*	247,600(6)	—	247,600(6)	**
Jeffrey Dawson	125,840(7)	—	125,840(7)	*	125,840(7)	—	125,840(7)	**
Sonali De Rycker	—	—	—	—	—	—	—	—
Joseph Levin	—	—	—	—	—	—	—	—
Thomas J. McInerney	—	—	—	—	—	—	—	—
Pamela S. Seymon	—	—	—	—	—	—	—	—
Alan G. Spoon	—	—	—	—	—	—	—	—
Mark Stein	—	—	—	—	—	—	—	—
Gregg Winiarski	—	—	—	—	—	—	—	—
All directors and executive officers, as a group (12 persons)	211,337,488	—	211,337,488	100%	5,045,493	206,714,274	211,759,767	86.4%

* Prior to this offering, Match options were settled in shares of common stock of IAC. Accordingly, regardless of the number of Match options outstanding, IAC owned 100% of the shares of our common stock outstanding prior to this offering.

** Represents less than one percent of our total shares outstanding.

(1) The number of shares of our Class B common stock held by IAC reflects 38,461,538 additional shares to be issued in connection with the completion of PlentyOfFish acquisition.

(2) Assumes that the underwriters will not exercise their option to purchase additional shares of our common stock.

(3) Share and option numbers are adjusted to reflect the reclassification of each share of our common stock outstanding immediately prior to this offering into 16 shares.

(4) Consists of 1,705,125 vested Match options and 770,848 Match options vesting in the next 60 days, subject to continued service.

(5) Consists of 1,363,040 vested Match options and 833,040 Match options vesting in the next 60 days, subject to continued service.

(6) Consists entirely of 80,000 vested Match options and 167,600 Match options vesting in the next 60 days, subject to continued service.

(7) Consists of 41,920 vested Match options and 83,920 Match options vesting in the next 60 days, subject to continued service.

Table of Contents

Description of capital stock

The following is a summary of our capital stock and certain terms of our certificate of incorporation and our bylaws. This discussion summarizes some of the important rights of our stockholders but does not purport to be a complete description of these rights and may not contain all of the information regarding our capital stock that is important to you. The descriptions herein are qualified in their entirety by reference to our certificate of incorporation and bylaws, copies of which have been filed with the SEC as exhibits to the registration statement of which this prospectus is a part.

General

Upon the completion of this offering, our certificate of incorporation will authorize us to issue up to 1,500,000,000 shares of common stock, \$0.001 par value per share, 1,500,000,000 shares of Class B common stock, \$0.001 par value per share, 1,500,000,000 shares of Class C common stock, \$0.001 par value per share, and 500,000,000 shares of preferred stock, \$0.001 par value per share. Immediately following the completion of this offering, we will have 33,333,333 shares of common stock outstanding (or 38,333,333 shares if the underwriters exercise in full their option to purchase additional shares of