

common stock for a period of 180 days after the date of this prospectus, except for sales in connection with the grant or exercise of stock based equity awards and for sales to IAC in order to comply with our obligations pursuant to the investor rights agreement and

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employee matters agreement to be entered with IAC. See "Certain relationships and related party transactions." Any such shares acquired by IAC would be subject to IAC's lock-up agreement described above. The representatives of the underwriters may, at any time, waive these restrictions.

See "Underwriting" for a more complete description of the lock-up agreements that we, IAC, and our directors and executive officers will enter into with the representatives of the underwriters.

Registration statement on Form S-8

We intend to file with the SEC a registration statement on Form S-8 covering the shares of common stock reserved for issuance under the Match Group, Inc. 2015 Equity Incentive Plan. That registration statement is expected to be filed and become effective as soon as practicable after the closing of this offering. Upon effectiveness, the shares of common stock covered by that registration statement will be eligible for sale in the public market, subject to the lock-up agreements and Rule 144 restrictions described above.

Rule 144

All shares of our common stock held by our "affiliates," as that term is defined in Rule 144 under the Securities Act, generally may be sold in the public market only in compliance with Rule 144. Rule 144 defines an affiliate as any person who directly or indirectly controls, or is controlled by, or is under common control with, the issuer, which generally includes our directors, executive officers, 10% stockholders and certain other related persons.

Under Rule 144 under the Securities Act, a person (or persons whose shares are aggregated) who is deemed to be an "affiliate" of ours would be entitled to sell within any three month period a number of shares of our common stock that does not exceed the greater of (i) 1% of the then outstanding shares of our capital stock, or (ii) an amount equal to the average weekly trading volume of our common stock on the NASDAQ during the four calendar weeks preceding such sale. Sales under Rule 144 are also subject to a six-month holding period and requirements relating to manner of sale, notice and the availability of current public information about us.

Rule 144 also provides that a person who is not deemed to have been an affiliate of ours at any time during the three months preceding a sale, and who has for at least six months beneficially owned shares of our common stock that are restricted securities, will be entitled to freely sell such shares of our common stock without regard to the limitations described above, subject to our compliance with Exchange Act reporting obligations for at least 90 days prior to the sale, and provided that such sales comply with the current public information requirements of Rule 144. A person who is not deemed to have been an affiliate of ours at any time during the three months preceding a sale, and who has beneficially owned for at least one year shares of our common stock that are restricted securities, will be entitled to freely sell such shares of our common stock under Rule 144 without regard to the current public information requirements of Rule 144, subject to our compliance with Exchange Act reporting obligations for at least 90 days prior to the sale.

Rule 701

In general, under Rule 701 under the Securities Act, an employee, consultant or advisor who purchases shares of our common stock from us in connection with a compensatory stock or option plan or other written agreement is eligible to resell those shares 90 days after the effective date of the registration

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statement of which this prospectus forms a part in reliance on Rule 144, but without compliance with some of the restrictions, including the holding period restriction, contained in Rule 144.

Registration rights

Prior to the consummation of this offering, we will enter into an investor rights agreement with IAC pursuant to which, among other things, we will grant IAC certain registration rights with respect to our common stock and our Class B common stock owned by them. For more information, see "Certain relationships and related party transactions." Pursuant to the lock-up arrangements described above, IAC will agree not to exercise those rights during the lock-up period without the prior written consent of J.P. Morgan Securities LLC and Allen & Company LLC.

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Certain relationships and related party transactions

Relationship with IAC

We are currently a wholly-owned subsidiary of IAC. Upon completion of this offering, IAC will own all of the shares of our outstanding Class B common stock, representing approximately 86.1% of our outstanding shares of capital stock and approximately 98.4% of the combined voting power of our outstanding capital stock (or approximately 84.4% of our outstanding shares of capital stock and approximately 98.2% of the combined voting power of our outstanding capital