

pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another enterprise, against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such

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action or suit; *provided* that such director or officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which such director or officer shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper. Notwithstanding the preceding sentence, except as otherwise provided in our bylaws, we shall be required to indemnify any such person in connection with a proceeding (or part thereof) commenced by such person only if the commencement of such proceeding (or part thereof) by any such person was authorized by the board of directors.

In addition, our certificate of incorporation will provide that we must indemnify our directors and officers to the fullest extent authorized by law. Under our bylaws, we are also expressly required to advance certain expenses to our directors and officers and we are permitted to, and currently intend to, carry directors' and officers' insurance providing indemnification for our directors and officers for some liabilities. We believe that these indemnification provisions and the directors' and officers' insurance are useful to attract and retain qualified directors and executive officers.

The proposed form of Underwriting Agreement filed as Exhibit 1.1 to this Registration Statement provides for indemnification of directors and officers of the Registrant by the underwriters against certain liabilities.

Item 15. Recent sales of unregistered securities.

During the past three years, we have granted certain of our directors, officers and employees the following options and restricted stock units relating to shares of our common stock pursuant to equity incentive plans then in effect:

- 222,990 options with exercise prices ranging from \$211.22 to \$237.05 during the fiscal year ended December 31, 2012;
- 23,060 options with an exercise price of \$238.28 during the fiscal year ended December 31, 2013;
- 351,109 options with exercise prices ranging from \$319.76 to \$393.90 during the fiscal year ended December 31, 2014; and
- 571,095 options with exercise prices ranging from \$403.78 to \$446.43 and 3,583 restricted stock units between December 31, 2014 and the date of this prospectus.

The number of options, exercise price and fair value per share for these awards reflects information before giving effect to the adjustments to be made in connection with the recapitalization of our equity that will occur prior to the completion of this offering and the distributions to be made by us to IAC. Prior to this offering, these options were and are settleable in shares of IAC common stock having a value equal to the difference between the option exercise price and the fair market value of our common stock. Upon completion of the offering, these options will be adjusted in accordance with their terms and conditions to provide that the awards are exercisable for shares of our common stock.

We issued shares of common stock to IAC in respect of its \$500.0 million cash contribution to fund our acquisition of PlentyOfFish, \$155.0 million of which was contributed prior to September 30, 2015. The number of shares that will be issued will be calculated using the initial public offering price.

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None of these transactions involved any underwriters or any public offerings and we believe that each of these transactions was exempt from the registration requirements of the Securities Act pursuant to Section 4(a)(2), Regulation D or Rule 701 of the Securities Act or as transactions not involving the sale of securities.

Item 16. Exhibits and financial statement schedules.

- (a) Exhibits: The list of exhibits set forth under "Exhibit Index" at the end of this Registration Statement is incorporated herein by reference.

Item 17. Undertakings.

The undersigned Registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.