

IAC/INTERACTIVECORP  
Form 8-K  
July 02, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 26, 2013**

**IAC/INTERACTIVECORP**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-20570**  
(Commission  
File Number)

**59-2712887**  
(IRS Employer  
Identification No.)

**555 West 18th Street, New York, NY**  
(Address of principal executive offices)

**10011**  
(Zip Code)

Registrant's telephone number, including area code: **(212) 314-7300**

(Former name or former address, if changed since last report)

## Edgar Filing: IAC/INTERACTIVECORP - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) As described in Item 5.07 below, at IAC's annual meeting of stockholders held on June 26, 2013, stockholders approved the IAC/InterActiveCorp 2013 Stock and Annual Incentive Plan (the 2013 Stock Plan).

A brief description of the terms of the 2013 Stock Plan appears in Exhibit 99.1 hereto and is incorporated herein by reference. This description is qualified in its entirety by reference to the full text of the 2013 Stock Plan, which was filed as Appendix A to the Company's definitive proxy statement, dated May 10, 2013, and which is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

**Annual Meeting**

On June 26, 2013, IAC's annual meeting of stockholders was held. Stockholders present in person or by proxy, representing 65,529,234 shares of IAC common stock (entitled to one vote per share) and 5,789,499 shares of IAC Class B common stock (entitled to ten votes per share), voted on the following matters:

1. *Election of Directors* stockholders elected the following fourteen directors of the Company to hold office until the next annual meeting of stockholders or until their successors have been duly elected and qualified.

Elected by holders of IAC common stock voting as a separate class:

|                    | Number of Votes Cast in Favor | Number of Votes For Which Authority Was Withheld |
|--------------------|-------------------------------|--|
| Donald R. Keough   | 50,505,762                    | 7,258,539  |
| Bryan Lourd        | 56,884,609                    | 879,692  |
| Alan G. Spoon      | 56,881,932                    | 882,369  |
| Richard F. Zannino | 56,884,462                    | 879,839  |

Elected by holders of IAC common stock and IAC Class B common stock, voting together as a single class:

|                  | Number of Votes Cast in Favor | Number of Votes For Which Authority Was Withheld |
|------------------|-------------------------------|--|
| Gregory R. Blatt | 115,038,105                   | 621,186  |

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|                     |             |           |
|---------------------|-------------|-----------|
| Edgar Bronfman, Jr. | 110,039,676 | 5,619,615 |
| Chelsea Clinton     | 115,100,801 | 558,490   |
| Sonali De Rycker    | 115,160,894 | 498,397   |
| Barry Diller        | 112,030,231 | 3,629,060 |

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|                           |             |            |
|---------------------------|-------------|------------|
| Michael D. Eisner         | 115,130,876 | 528,415    |
| Victor A. Kaufman         | 115,022,761 | 636,530    |
| Arthur C. Martinez        | 105,400,576 | 10,258,715 |
| David Rosenblatt          | 108,740,119 | 6,919,172  |
| Alexander von Furstenberg | 114,986,596 | 672,695    |

In addition to the votes cast and withheld for each director nominee described above, there were 7,764,933 broker non-votes in connection with the election of each director nominee.

2. *The 2013 Stock Plan Proposal* stockholders approved the 2013 Stock Plan, with stockholders eligible to vote voting as follows:

| Number of Votes Cast in Favor | Number of Votes Cast Against | Number of Votes Abstaining |
|-------------------------------|------------------------------|----------------------------|
| 75,101,862                    | 40,317,733                   | 239,696                    |

In addition to the votes cast for, cast against and abstaining described above, there were 7,764,933 broker non-votes in connection with the 2013 Stock Plan Proposal.

3. *The Auditor Ratification Proposal* stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ended December 31, 2013, with stockholders eligible to vote voting as follows:

| Number of Votes Cast in Favor | Number of Votes Cast Against | Number of Votes Abstaining |
|-------------------------------|------------------------------|----------------------------|
| 120,699,334                   | 2,531,135                    | 193,755                    |

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Summary of Certain Terms of the IAC/InterActiveCorp 2013 Stock and Annual Incentive Plan |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IAC/INTERACTIVECORP

|        |   |
|--------|---|
| By:    | <i>/s/ Gregg Winiarski</i>                              |
| Name:  | Gregg Winiarski   |
| Title: | Senior Vice President,<br>General Counsel and Secretary |

Date: July 2, 2013