

LEBDA DOUGLAS R  
Form 4/A  
May 14, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEBDA DOUGLAS R

(Last) (First) (Middle)  
11115 RUSHMORE DR.  
(Street)

CHARLOTTE, NC 28277

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LendingTree, Inc. [TREE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/19/2018

4. If Amendment, Date Original Filed(Month/Day/Year)  
04/20/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                                       |
| Common Stock                    | 04/19/2018                           |                                                    | M <sup>(1)(4)</sup>            |                                                                   | 14,750 A \$ 8.48                                                                              | 547,728                                                  | D                                                     |
| Common Stock                    | 04/19/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 900 D \$ 317.59                                                                               | 546,828                                                  | D                                                     |
| Common Stock                    | 04/19/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 1,250 D \$ 318.67                                                                             | 545,578                                                  | D                                                     |
| Common Stock                    | 04/19/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 2,994 D \$ 319.76                                                                             | 542,584                                                  | D                                                     |
| Common Stock                    | 04/19/2018                           |                                                    | S <sup>(1)</sup>               |                                                                   | 1,600 D \$ 320.83                                                                             | 540,984                                                  | D                                                     |

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|              |            |                  |       |   |           |           |   |                                                    |
|--------------|------------|------------------|-------|---|-----------|-----------|---|----------------------------------------------------|
| Common Stock | 04/19/2018 | S <sup>(1)</sup> | 3,938 | D | \$ 321.79 | 537,046   | D |                                                    |
| Common Stock | 04/19/2018 | S <sup>(1)</sup> | 2,313 | D | \$ 322.77 | 534,733   | D |                                                    |
| Common Stock | 04/19/2018 | S <sup>(1)</sup> | 1,755 | D | \$ 323.48 | 532,978   | D |                                                    |
| Common Stock |            |                  |       |   |           | 4,685     | I | By Spouse. <sup>(2)</sup>                          |
| Common Stock |            |                  |       |   |           | 45,374    | I | Through Family Trust.                              |
| Common Stock |            |                  |       |   |           | 1,000,000 | I | Through Lebda Family Holdings, LLC. <sup>(3)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Option to Purchase Common Stock            | \$ 8.48                                                | 04/19/2018                           |                                                    | M <sup>(4)</sup>               | 14,750                                                                                  | 08/21/2013                                               | 08/21/2018                                                    | Common Stock | 14,750                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

LEBDA DOUGLAS R  
11115 RUSHMORE DR.  
CHARLOTTE, NC 28277

X X Chairman & CEO

## Signatures

/s/ Katharine F. Pierce as Attorney-in-Fact for Douglas R.  
Lebda

05/14/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 2, 2018.
- (2) The reporting person disclaims beneficial ownership of the shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the shares for purposes of Section 16 or any other purpose.  
The reporting person disclaims beneficial ownership of the shares in which he does not have a pecuniary interest, and this report shall not
- (3) be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (4) This transaction was omitted from the reporting person's original Form 4, which resulted in an underreporting of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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