

LendingTree, Inc.
Form 4
May 03, 2017

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)
02/12/2016

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

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 (A) or (D) Price		
Common Stock	02/12/2016		F(1)		65 D \$ 57.08	4,512	I By spouse.
Common Stock	02/19/2016		F(1)		97 D \$ 64.69	4,415	I By spouse.
Common Stock	02/24/2016		A		644 A \$ 0 (2)	5,059	I By spouse.
Common Stock	02/29/2016		F(1)		64 D \$ 84.48	4,995	I By spouse.
Common Stock	02/19/2017		F(1)		97 D \$ 112.95	4,898	I By spouse.

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Common Stock	02/24/2017	F ⁽¹⁾	82	D	\$ 122.25	4,816	I	By spouse.
Common Stock	02/27/2017	F ⁽¹⁾	64	D	\$ 123.4	4,752	I	By spouse. <u>(3)</u>
Common Stock						636,896	D	
Common Stock						45,374	I	Through family trust.
Common Stock						1,000,000	I	Through Lebda Family Holdings, LLC. <u>(4)</u>

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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

05/03/2017

__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) Disposition by the spouse ("Spouse") of the reporting person to the Company to satisfy tax withholding requirements in connection with the vesting of restricted stock units; no shares were sold by Spouse.
 - (2) These restricted stock units were granted to Spouse on February 24, 2016.
 - (3) 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
 - (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.