

IAC/INTERACTIVECORP
Form 8-K
June 22, 2011

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 16, 2011**

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)

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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 5.07 Submission of Matters to a Vote of Security Holders.**Annual Meeting**

On June 16, 2011, IAC's annual meeting of stockholders (the 2011 Annual Meeting) was held. Stockholders present in person or by proxy, representing 72,851,671 shares of IAC common stock (entitled to one vote per share) and 4,595,378 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 twelve 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 | 64,275,275 | 3,768,530 |
| Bryan Lourd | 66,330,923 | 1,712,882 |
| Alan G. Spoon | 67,312,616 | 731,189 |

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 | 108,619,336 | 5,378,249 |
| Edgar Bronfman, Jr. | 110,992,045 | 3,005,540 |
| Barry Diller | 107,865,575 | 6,132,010 |
| Michael D. Eisner | 113,372,163 | 625,422 |
| Victor A. Kaufman | 112,671,744 | 1,325,841 |
| Arthur C. Martinez | 101,864,450 | 12,133,135 |
| David Rosenblatt | 110,632,755 | 3,364,830 |
| Alexander von Furstenberg | 108,367,003 | 5,630,582 |
| Richard F. Zannino | 113,263,517 | 734,068 |

In addition to the votes cast and withheld for each director nominee described above, there were 4,807,866 broker non-votes with respect to each director nominee.

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2. *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, 2011. Stockholders eligible to vote voted as follows:

| Number of Votes Cast in Favor | Number of Votes Cast Against | Number of Votes Abstaining |
|--------------------------------------|-------------------------------------|-----------------------------------|
| 117,565,007 | 1,227,974 | 12,470 |

3. *The Say on Pay Proposal* stockholders approved (on an advisory basis) the compensation paid to the Company's named executive officers for the fiscal year ended December 31, 2010. Stockholders eligible to vote voted as follows:

| Number of Votes Cast in Favor | Number of Votes Cast Against | Number of Votes Abstaining |
|--------------------------------------|-------------------------------------|-----------------------------------|
| 104,901,647 | 8,596,498 | 499,440 |

In addition to the votes cast and abstentions described above, there were 4,807,866 broker non-votes with respect to the Say on Pay Proposal.

4. *Frequency of the Say on Pay Vote Proposal* stockholders approved (on an advisory basis) an advisory vote to approve the compensation paid to the Company's named executive officers every three years. Stockholders eligible to vote voted as follows:

| One Year | Two Years | Three Years | Number of Votes Abstaining |
|-----------------|------------------|--------------------|-----------------------------------|
| 49,045,544 | 6,855,644 | 57,621,523 | 474,874 |

In addition to the votes cast and abstentions described above, there were 4,807,866 broker non-votes with respect to the Frequency of the Say on Pay Vote Proposal. Based on these results, and consistent with the Company's recommendation, future stockholder advisory votes on executive compensation will occur every three years. Accordingly, the next stockholder advisory vote on executive compensation is scheduled to be held at the Company's 2014 Annual Meeting of Stockholders. The next required stockholder advisory vote regarding the frequency interval is scheduled to be held in six years at the Company's 2017 Annual Meeting of Stockholders.

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: | /s/ Gregg Winiarski |
| Name: | Gregg Winiarski |
| Title: | Senior Vice President, General Counsel and Secretary |

Date: June 22, 2011