

**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): October 26, 2018

LendingTree, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction
of incorporation)

001-34063

(Commission
File Number)

26-2414818

(IRS Employer
Identification No.)

11115 Rushmore Drive, Charlotte, NC

(Address of principal executive offices)

28277

(Zip Code)

Registrant's telephone number, including area code: **(704) 541-5351**

Not Applicable

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On October 26, 2018, LendingTree, Inc. (the “Company”) and its wholly-owned subsidiary LendingTree, LLC, amended the Company’s Revolving Credit Facility maturing on November 21, 2022 to increase the borrowing capacity by \$100.0 million to \$350.0 million. The other terms and conditions of the Revolving Credit Facility as described in our Form 10-K for the year ended December 31, 2017 are unchanged.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On October 31, 2018, LendingTree, LLC (“Buyer”) acquired QuoteWizard.com, LLC, a Delaware limited liability company (“QuoteWizard”), pursuant to a Unit Purchase Agreement dated October 4, 2018 among Buyer, all of the members of QuoteWizard (collectively, the “Sellers”), and Scott Peyree as the Securityholder Representative (the “Unit Purchase Agreement”). QuoteWizard.com is one of the largest insurance comparison marketplaces in the nation’s growing online insurance advertising market.

Buyer paid \$300 million of cash consideration to the Sellers, which amount was and remains subject to adjustments for working capital, in exchange for all of the membership interests of QuoteWizard. Buyer paid \$125 million of the purchase price using funds borrowed under the Revolving Credit Facility and the balance using cash on hand. A portion of the closing consideration was deposited into escrow to secure the Sellers’ obligations under the Unit Purchase Agreement to make certain indemnification and purchase price adjustment payments.

In addition, pursuant to the Unit Purchase Agreement, Sellers are eligible to receive three earnout payments based on QuoteWizard achieving certain adjusted EBITDA-based targets during three consecutive twelve-month periods, the first of which begins on the first day of the first full month following the closing of the transaction. The Sellers are eligible to receive up to \$70.2 million in aggregate earnout payments. The earnout payments are payable in cash. Buyer has also committed to pay up to \$4.8 million as cash bonuses to employees based on achievement of the adjusted EBITDA-based targets during the three earnout periods.

The description of the Unit Purchase Agreement contained herein is qualified in its entirety by reference to the full text of the Unit Purchase Agreement, a copy of which is incorporated by reference as Exhibit 2.1 to this report. The Unit Purchase Agreement contains representations and warranties by Buyer and QuoteWizard with respect to matters as of specified dates. The representations and warranties: reflect negotiations between the parties to the Unit Purchase Agreement and are not intended as statements of fact to be relied upon by the Company’s stockholders; in certain cases, merely represent risk-allocation decisions among the parties; have been modified or qualified by certain disclosure schedules that have been omitted in accordance with the rules of the Securities and Exchange Commission; may no longer be true as of a given date; and may apply standards of materiality in a way that is different from what may be viewed as material by stockholders. As such, the representations and warranties are solely for the benefit of the parties to the Unit Purchase Agreement and may be limited or modified by a variety of factors, including: subsequent events, information included in public filings, disclosures made during negotiations, correspondence between the parties and disclosure schedules to the Unit Purchase Agreement. Accordingly, the representations and warranties may not describe the actual state of affairs at the date they were made or at any other time and the Company’s stockholders should not rely on them as statements of fact. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Unit Purchase Agreement, which subsequent information may or may not be fully reflected in the Company’s public disclosures.

The Company issued a press release on October 31, 2018 announcing the acquisition of QuoteWizard and the increase in borrowing capacity under the Revolving Credit Facility. A copy of the press release is attached as Exhibit 99.1 to this report.

Item 2.03. Creation of Direct Financial Obligation Under Off-Balance Sheet Arrangement.

As discussed in Item 2.01 above, on October, 31, 2018, the Company borrowed \$125 million under the Revolving Credit Facility in connection with the acquisition of QuoteWizard.

Item 9.01. Financial Statements and Exhibits.*(a) Financial Statements of Business Acquired.*

To be filed by amendment not later than 71 calendar days after the date this report is required to be filed.

(b) Pro forma financial information.

To be filed by amendment not later than 71 calendar days after the date this report is required to be filed.

(d) Exhibits.

Exhibit No.	Exhibit Description
2.1	Unit Purchase Agreement dated as of October 4, 2018 by and among LendingTree, LLC, QuoteWizard.com, LLC, all of the members of QuoteWizard.com, LLC, and Scott Peyree as the Securityholder Representative. * †
99.1	Press release issued on October 31, 2018.

* The schedules (and similar attachments) to this exhibit have been omitted from this filing pursuant to Item 601(b)(2) of Regulation S-K. The registrant agrees to furnish a supplemental copy of any omitted schedule (or similar attachment) to the Securities and Exchange Commission upon request.

† Previously filed on Form 8-K/A on October 12, 2018.

SIGNATURE

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

Date: October 31, 2018

LENDINGTREE, INC.

By: /s/ J.D. Moriarty
J.D. Moriarty
Chief Financial Officer

EXHIBIT INDEX

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LendingTree, Inc. Completes Acquisition of QuoteWizard.com, LLC; Announces Amendment of Revolving Credit Facility

CHARLOTTE, N.C., (October 31, 2018) - LendingTree, Inc. (NASDAQ: TREE) announced today that its wholly-owned subsidiary, LendingTree, LLC, has completed the previously announced acquisition of QuoteWizard.com, LLC, one of the largest insurance comparison marketplaces in the growing online insurance advertising market. The acquisition of QuoteWizard marks LendingTree's first official entry into the insurance vertical.

"I'm thrilled to formally welcome QuoteWizard to the LendingTree team," said Doug Lebda, Founder and CEO of LendingTree. "Expanding LendingTree's product portfolio through the acquisition of QuoteWizard creates an incredible opportunity to drive continued growth and deliver shareholder value by further diversifying the business, leveraging the strength of the LendingTree brand, and capitalizing on the ongoing digitalization of financial services."

The equity purchase has a possible total consideration of \$370.2 million, which consists of \$300 million in cash at closing and contingent payments of up to \$70.2 million, subject to achieving certain growth targets over a three-year period. The upfront payment was funded with a combination of \$175 million cash on hand and \$125 million borrowing against the Company's revolving credit facility.

Expansion of Revolving Credit Facility

LendingTree, Inc. amended its Revolving Credit Facility to provide \$100 million of increased borrowing capacity, bringing total borrowing capacity to \$350 million. Pricing and other terms and conditions of the revolver remain unchanged.

Inducement Grants

In connection with the acquisition of QuoteWizard, on October 31, 2018, the company granted restricted stock unit awards to one hundred forty-five key employees of QuoteWizard under its 2017 Inducement Grant Plan as a material inducement to entering into employment with the company. The one hundred forty-five key employees were granted a total of 18,106 restricted stock units. These restricted stock units will vest, if at all, over three years from the date of closing with one-third of the total award amount vesting each year. The awards provide for accelerated vesting in the event of certain events. The awards were approved in accordance with NASDAQ Listing Rule 5635(c)(4), which requires a public announcement of these awards.

About QuoteWizard:

QuoteWizard.com, LLC owns and operates an insurance comparison online marketplace. The company helps consumers navigate the insurance landscape and enables easy comparison shopping. It offers personalized quotes on auto, home, renters, health, and Medicare supplement insurance. The company services clients by driving consumers to insurance companies' websites, providing leads to agents and carriers, as well as phone transfers of consumers into carrier call centers. The company's products include Delyt, a CPC platform; Cello, a lead distribution platform; and WizardCalls, a warm transfer platform. QuoteWizard.com, LLC was founded in 2006 and is based in Seattle, WA.

About LendingTree, Inc.

LendingTree (NASDAQ: TREE) is the nation's leading online marketplace that connects consumers with the choices they need to be confident in their financial decisions. LendingTree empowers consumers to shop for financial services the same way they would shop for airline tickets or hotel stays, comparing multiple offers from a nationwide network of over 500 partners in one simple search, and can choose the option that best fits their financial needs. Services include mortgage loans, mortgage refinances, auto loans, personal loans, business loans, student refinances, credit cards and more. Through the My LendingTree platform, consumers receive free credit scores, credit monitoring and recommendations to improve credit health. My LendingTree proactively compares consumers' credit accounts against offers on our network and notifies consumers when there is an opportunity to save money. In short, LendingTree's purpose is to help simplify financial decisions for life's meaningful moments through choice, education and support.

LendingTree, Inc. is headquartered in Charlotte, NC and maintains operations solely in the United States. For more information, please visit www.lendingtree.com.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

The matters contained in the discussion above may be considered to be "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. Those statements include statements regarding the intent, belief or current expectations or anticipations of LendingTree and members of its management team regarding the expected benefits from the acquisition. Factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include the following: the retention of key employees of QuoteWizard and the ability of LendingTree to successfully integrate QuoteWizard to achieve expected benefits; ability to effectively leverage the LendingTree brand in the insurance comparison marketplace; ability to maintain and grow key carrier relationships; ability to develop new products and services and enhance existing ones; competition; the potential effects of existing and new laws, rules or regulations; failure to maintain the integrity of systems and infrastructure through integration; and failure to adequately protect intellectual property rights or allegations of infringement of intellectual property rights. These and additional factors to be considered are set forth under "Risk Factors" in our Annual Report on Form 10-K for the period ended December 31, 2017 and in our other filings with the Securities and Exchange Commission. LendingTree undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results or expectations.

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