

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): December 6, 2023

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.)

1415 Vantage Park Dr., Suite 700, Charlotte, NC
(Address of principal executive offices)

28203
(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|--------------------------|--|
| Common Stock, \$0.01 par value per share | TREE | The Nasdaq Stock Market LLC |

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 8.01. Other Events.

On December 6, 2023, LendingTree, Inc. (the “Registrant”) issued a press release announcing it has entered into individual privately negotiated transactions with certain holders of its 0.50% Convertible Senior Notes due 2025 (the “Notes”), pursuant to which the Registrant will pay an aggregate of approximately \$81.4 million in cash for the repurchase of approximately \$100 million in aggregate principal amount of the Notes (the “Note Repurchases”). A copy of the related press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Current Report shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the federal securities laws, including the aggregate cash purchase price anticipated to be paid with respect to the Note Repurchases and expectations that the Registrant will unwind a portion of the bond hedges associated with the aggregate principal amount of Notes repurchased as well as the outstanding warrants originally issued in conjunction with such bond hedges. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as “if,” “anticipate,” “estimate,” “expect,” “project,” “plan,” “intend,” “believe,” “may,” “will,” “should,” “likely” and other words and terms of similar meaning in connection with any discussion of the timing or nature of future events. We cannot assure you that future developments affecting us will be those that we have anticipated. Important risks and uncertainties that could cause actual results to differ materially from our expectations include, among others, risks and uncertainties concerning the final terms and conditions on which transactions may be completed with respect to the Note Repurchases and related transactions with respect to unwinding of a portion of the bond hedges associated with the aggregate principal amount of Notes repurchased as well as the outstanding warrants originally issued in conjunction with such bond hedges, uncertainties regarding completion of additional similar transactions and those other risks and uncertainties disclosed under the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Registrant’s Annual Report on Form 10-K most recently filed with the Securities and Exchange Commission, and similar disclosures in subsequent reports filed with the SEC, which are available on the SEC website at www.sec.gov. You should not place undue reliance on these forward-looking statements. Any forward-looking statement made by us on this Current Report on Form 8-K speaks only as of the date on which we make it. The Registrant expressly disclaims any obligation or undertaking to release publicly any updates or revisions to such statements to reflect any change in its expectations with regard thereto or any changes in the events, conditions or circumstances on which any such statement is based.

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Exhibit Description |
|--------------------|---|
| 99.1 | Press Release dated December 6, 2023 |
| 104 | Cover Page Interactive Data File (embedded within the inline XBRL document) |

SIGNATURE

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.

Date: December 7, 2023

LENDINGTREE, INC.

By: /s/ Trent Ziegler
Trent Ziegler
Chief Financial Officer

LendingTree Repurchases Portion of 2025 Convertible Notes

CHARLOTTE, N.C., December 6, 2023 /PRNewswire/ -- LendingTree, Inc. (NASDAQ: TREE) (the "Company"), operator of [LendingTree.com](https://www.lendingtree.com), the nation's leading online financial services marketplace, announced today it has repurchased approximately \$100 million in aggregate principal amount of its outstanding 0.50% Convertible Senior Notes due 2025. In total, the Company paid approximately \$81.4 million in cash through separate and individually negotiated transactions with certain holders to retire the notes.

In connection with the repurchase of the 2025 notes, the Company expects that a corresponding portion of the existing convertible note hedge and warrant transactions that the Company entered into with certain financial institutions when the notes were issued in July, 2020 will be terminated. In connection with any such termination and the related unwind by such financial institutions of their related hedge positions, the Company expects such financial institutions and/or their respective affiliates to sell shares of the Company's common stock in secondary market transactions, and/or enter into or unwind various derivative transactions with respect to the Company's common stock.