SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2019 | | 3. Issuer Name and Ticker or Trading Symbol LendingTree, Inc. [TREE] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 5. If Amendment, Date of Original Filed (Month/Day/Year) Director 10% Owner | | | | |
|--|---|---|--|--|------------------------------------|---|---|
| 11115 RUSHMORE DR. | | | X Officer (give title below) | Other (spe below) | cify 6. In | | /Group Filing (Check |
| (Street) | | | Sr. VP and Co-Generation | , | | cable Line) Form filed b | y One Reporting Person |
| CHARLOTTE NC 28277 | | | | | | Form filed b Reporting P | y More than One erson |
| (City) (State) (Zip) | | | | | | | |
| | Table I - Noi | n-Derivati | ve Securities Beneficiall | y Owned | | | |
| 1. Title of Security (Instr. 4) | | | Amount of Securities eneficially Owned (Instr. 4) | | | Nature of Indirect Beneficial Ownership Istr. 5) | |
| Common Stock | | | 671 | D | | | |
| (e | | | Securities Beneficially nts, options, convertible | | s) | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | | A | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Options to Purchase Common Stock | | | Title Common Stock | or Number of | | | |
| Options to Purchase Common Stock Options to Purchase Common Stock | Exercisable | Date | | or Number of Shares | Security | (l) (Instr. 5) | |
| • | (1) | Date 02/22/2027 | Common Stock | or Number of Shares | Security 112.15 | (I) (Instr. 5) | |
| Options to Purchase Common Stock | Exercisable (1) (2) | Date 02/22/2027 02/21/2028 | Common Stock Common Stock | or Number of Shares 103 25 | Security 112.15 371.25 | (I) (Instr. 5) | |
| Options to Purchase Common Stock Options to Purchase Common Stock | Exercisable (1) (2) (3) | Date 02/22/2027 02/21/2028 02/21/2029 | Common Stock Common Stock Common Stock | or Number of Shares 103 25 107 | Security 112.15 371.25 310.19 | (I) (Instr. 5) D D D | |
| Options to Purchase Common Stock Options to Purchase Common Stock Restricted Stock Units | Exercisable (1) (2) (3) (4) | Date 02/22/2027 02/21/2028 02/21/2029 (4) | Common Stock Common Stock Common Stock Common Stock | or Number of Shares 103 25 107 42 | Security 112.15 371.25 310.19 0 | (I) (Instr. 5) D D D D D | |

Explanation of Responses:

1. These options to purchase common stock vest in three equal annual installments beginning on February 22, 2018 in accordance with the terms of the original award agreement.

2. These options to purchase common stock vest in three equal annual installments beginning on February 21, 2019 in accordance with the terms of the original award agreement.

3. These options to purchase common stock vest in three equal annual installments beginning on February 21, 2020 in accordance with the terms of the original award agreement.

4. These restricted stock units vest in a single installment on February 22, 2020 in accordance with the terms of the original award agreement.

5. These restricted stock units vest in two equal annual installments beginning on February 21, 2020 in accordance with the terms of the original award agreement.

6. These restricted stock units vest in two equal annual installments beginning on August 17, 2020 in accordance with the terms of the original award agreement.

7. These restricted stock units vest in three equal annual installments beginning on February 21, 2020 in accordance with the terms of the original award agreement.

Remarks:

Exhibit 24 - Power of Attorney

Ryan S. Quinn as Attorney-in-01/08/2020

Fact, for Valentyna S. DeCristo

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Ryan S. Quinn, Co-General Counsel, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of LendingTree, Inc. (the "**Company**"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "**Exchange Act**");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or the substitute or substitutes of any of such attorney-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of November, 2019.

Signature: /s/ Valentyna S. DeCristoName:Valentyna S. DeCristo