

- (2) If any debt securities are issued with an original issue discount, the offering price of such debt securities shall be such greater amount as shall result in an aggregate maximum offering price not to exceed \$500,000,000.00, less the dollar amount of any securities previously issued hereunder.
- (3) Exclusive of any accrued interest, distributions and dividends, if any.
- (4) Includes consideration to be received by registrant for registered securities that are issuable upon exercise, conversion or exchange of other registered securities.
- (5) Pursuant to Rule 457(o) of the rules and regulations under the Securities Act of 1933, as amended (the "Securities Act"), the registration fee has been calculated on the basis of the proposed maximum aggregate offering price and the number of securities being registered has been omitted. The registration fee has been paid previously.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

LendingTree, Inc. (the "Registrant") filed a Post-Effective Amendment No. 1 ("Amendment No. 1") to the Registration Statement on Form S-3 (Commission File No. 333-207718) (the "Automatic Shelf Registration Statement") because it was no longer a well-known seasoned issuer (as such term is defined in Rule 405 of the Securities Act) upon the filing of its Annual Report on Form 10-K for the fiscal year ended December 31, 2015. Amendment No. 1 was filed using EDGAR submission type POSASR and added disclosure to the Automatic Shelf Registration Statement required for a registrant other than a well-known seasoned issuer and made certain other amendments. This Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (Commission File No. 333-207718) is being filed using EDGAR submission type POS AM in order to convert the Automatic Shelf Registration Statement, as amended by Amendment No. 1, to the proper EDGAR submission type for a non-automatic shelf registration statement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is

LISTING

Our common stock is currently quoted on the NASDAQ Global Select Market, under the symbol “TREE.”

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on March 2, 2016.

LendingTree, Inc.

By: /s/ Gabriel Dalporto

Gabriel Dalporto

Chief Financial Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 1, 2016 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in LendingTree, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP
Charlotte, NC
March 2, 2016