

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Dermer Neal</u>			2. Issuer Name and Ticker or Trading Symbol <u>LendingTree, Inc. [ TREE ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>11115 RUSHMORE DR.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>CHARLOTTE NC 28277</u>							
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/11/2015		M		646	A	\$0	2,001	D	
Common Stock	06/10/2015		M		700	A	\$0	2,701	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0	06/11/2015		M		646		(1)	(1)	Common Stock	646	\$0	645	D	
Restricted Stock Units	\$0	06/10/2015		A		625		(2)	(2)	Common Stock	625	\$0	625	D	
Restricted Stock Units	\$0	06/10/2015		A		700		(3)	(3)	Common Stock	700	\$0	700	D	
Restricted Stock Units	\$0	06/10/2015		M		700		(3)	(3)	Common Stock	700	\$0	0	D	
Options to Purchase Common Stock	\$64.3	06/10/2015		A		800		(4)	(4)	Common Stock	800	\$0	800	D	

**Explanation of Responses:**

- These restricted stock units vest in two equal annual installments beginning on June 11, 2015 in accordance with the terms of the original award agreement.
- These restricted stock units vest in two equal annual installments beginning on June 10, 2016 in accordance with the terms of the original award agreement.
- These restricted stock units vest in a single installment on June 10, 2015 in accordance with the terms of the original award agreement.
- These options to purchase common stock vest in two equal annual installments beginning on June 10, 2016 in accordance with the terms of the original award agreement.

/s/ Katharine Pierce as  
Attorney-in-Fact for Neal 06/12/2015  
Dermer

\*\* 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 4 (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.