SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 2225 0207

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l	OWD NUMBER.	3233-0207

1. Name and Address of Reporting Person* <u>Moriarty J D</u>				uer Name and Ticke <u>dingTree, Inc.</u>	•	ymbol	(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 11115 RUSHMC	(First) DRE DR.	(Middle)		te of Earliest Transac 0/2017	ction (Month/E	Day/Year)	X	Officer (give title Other (specify below) below) Chief Financial Officer				
(Street)				mendment, Date of	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
CHARLOTTE	NC	28277					X	Form filed by One	e Reporting Pers	ion		
(City)	(State)	(Zip)						Form filed by Mo Person	re than One Rep	orting		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date			2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

Reported (A) or (D) Transaction(s) Code Price v Amount (Instr. 3 and 4) 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)	rative Conversion Date Execution Date, Transactio rity or Exercise (Month/Day/Year) if any Code (Instr					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	Amount or Number of Shares						
Restricted Stock Units	\$0	08/30/2017		A		1,080		(1)	(1)	Common Stock	1,080	\$0	1,080	D			
Options to Purchase Common Stock	\$231.55	08/30/2017		A		19,435		(2)	08/30/2027	Common Stock	19,435	\$0	19,435	D			

Explanation of Responses:

1. These restricted stock units vest in three equal annual installments beginning on August 30, 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 August 30, 2018, in accordance with the terms of the original award agreement.

<u>/s/ Katharine Pierce as</u>	
Attorney-in-Fact for J.D.	<u>09/0</u>
<u>Moriarty</u>	
** Signature of Reporting Person	Date

/01/2017

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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.