

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>LEBDA DOUGLAS R</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2020</u>					
<u>11115 RUSHMORE DR.</u>								
(Street) <u>CHARLOTTE NC 28277</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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			

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
Performance Based Nonqualified Stock Option	\$300	12/03/2020		A		363,464		(1)(2)(3)(4)(5)	12/03/2030	Common Stock	363,464	\$0	363,464	D	
Stock Option	\$300	12/03/2020		A		125,853		(6)	12/03/2030	Common Stock	125,853	\$0	125,853	D	

Explanation of Responses:

- The performance based stock option was made in accordance with the reporting person's employment agreement with the Company and has both time and performance based vesting conditions. The "Target Shares" for this option grant is 217,643 shares. Shares will become "Performance Vested" if the volume weighted average closing per share price of the Company's common stock ("VWAP") in any fiscal quarter (measured during the final 30 trading days in each fiscal quarter) commencing with the first fiscal quarter of 2021 through the first fiscal quarter of 2025 exceeds \$300.00 (the "Base Price") based on the following schedule:
- (Continued from F1) (i) if VWAP increase over the Base Price is less than 44%, 0% of Target Shares will Performance Vest; (ii) if VWAP increase over Base Price is 44% over the Base Price, 33% of Target Shares (i.e., 71,822 shares) will Performance Vest; (iii) if VWAP Increase over the Base Price is 88%, 100% of Target Shares (i.e., 217,643 shares) will Performance Vest; and (iv) if VWAP increase over the Base Price is 132% or greater, 167% of Target Shares (i.e., 363,464 shares) will Performance Vest. Linear interpolation of vesting applies if the VWAP increases over the Base Price is between 44% and 132%. The maximum number of shares that may Performance Vest is 363,464 shares.
- (Continued from F2) If the reporting person's service has not been previously terminated, shares which are Performance Vested will become time-vested and exercisable in three equal annual installments upon the reporting person's continued service through December 31 of each of 2024, 2025 and 2026, except that any shares that are Performance Vested for the first fiscal quarter of 2025 will become time-vested and exercisable in three equal installments upon the reporting person's continued service upon the Company's certification of the achievement of the applicable performance hurdle and on December 31 of each of 2025 and 2026.
- (Continued from F3) Shares that do not become Performance Vested shall be forfeited without consideration. Similarly, if the reporting person's service is terminated for cause or if he resigns without good reason, then any portion of the performance based stock option that have not yet time-vested shall be forfeited without consideration. After termination of the reporting person's service, any then vested portion of the performance based stock option shall generally remain exercisable until the earliest of (i) the expiration of the 12-month period following such termination of service, (ii) the date of a change of control of the Company if the performance based stock option is not being assumed, replaced, substituted for or otherwise continued after the change of control, or (iii) December 3, 2030.
- (Continued from F4) If there is a change of control of the Company, or if the reporting person's service is terminated either due to his death or disability, or by us without cause, or by the reporting person for good reason, then the performance based stock option can become partially or fully vested on an accelerated basis based on the measurement of the stock price based performance goals under the applicable circumstances and the deemed satisfaction of time-based vesting conditions.
- These options vest in six equal annual installments beginning on December 31, 2021, subject to continuing service.

/s/ Ryan S. Quinn, as Attorney-in-Fact for Douglas R. Lebda 12/07/2020

** 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.