Common Stock

Common Stock

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
--

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

(I) (Instr. 4)

Beneficial Ownership

obligations may continue. See Instruction 1(b).	pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940
ame and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol

1. Name and Address of Reporting Person* Sarasvathy Saras				r Name and Ticker ing <u>Tree, Inc.</u>		ymbol		ationship of Reportir all applicable) Director	ssuer Owner			
(Last) 11115 RUSHM	(First) ORE DR.	(Middle)	3. Date 06/12/	of Earliest Transac 2019	ction (Month/D	ay/Year)		Officer (give title below)	Other (specify below)			
,			4. If Am	endment, Date of 0	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street) CHARLOTTE	NC	28277					Line)	X Form filed by One Reporting Person Form filed by More than One Report				
(City)	(State)	(Zip)						Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date			. Transaction ate Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code (Instr.	4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial		

if any (Month/Day/Year)

Reported (Instr. 4) (A) or (D) Code Amount Price (Instr. 3 and 4) 06/13/2019 M 387 A \$0 1,786 D 06/14/2019 M 121 Α 1,907 D

Beneficially Owned Following

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

Code (Instr. 8)

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. Transa Code (8)				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	06/12/2019		A		246		(1)	(1)	Common Stock	246	\$0	246	D	
Options to Purchase Common Stock	\$387.12	06/12/2019		A		232		(2)	06/12/2029	Common Stock	232	\$0	232	D	
Restricted Stock Units	\$0	06/13/2019		M			387	(3)	(3)	Common Stock	387	\$0	0	D	
Restricted Stock Units	\$0	06/14/2019		M			121	(4)	(4)	Common Stock	121	\$0	0	D	

Explanation of Responses:

- 1. These restricted stock units vest in a single installment on June 12, 2020 in accordance with the terms of the original award agreement.
- 2. These options to purchase common stock vest in a single installment on June 12, 2020.
- 3. These restricted stock units vested in a single installment on June 13, 2019 in accordance with the terms of the original award agreement.
- 4. These restricted stock units vested in two equal annual installments beginning on June 14, 2018 in accordance with the terms of the original award agreement.

/s/ Ryan S. Quinn as Attorney-06/14/2019 in-Fact for Saras Sarasvathy

** Signature of Reporting Person

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.