

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

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>02/28/2020</u>			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		
<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			

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Based Nonqualified Stock Option	\$275.82	02/28/2020		A	31,940		(1)(2)(3)(4)	02/28/2030	Common Stock	31,940	\$0	31,940	D	
Stock Option	\$275.82	02/28/2020		A	26,539		(5)	02/28/2030	Common Stock	26,539	\$0	26,539	D	
Restricted Stock Units	\$0	02/28/2020		A	635		(6)	(6)	Common Stock	635	\$0	635	I	By spouse. (8)
Stock Option	\$275.82	02/28/2020		A	535		(7)	02/28/2030	Common Stock	535	\$0	535	I	By spouse. (8)

Explanation of Responses:

- The performance based nonqualified 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 19,126 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 second fiscal quarter of 2020 through the first fiscal quarter of 2024 exceeds \$275.82 (the "Base Price") based on the following schedule:
- (Continued from F1) (i) if VWAP Increase over Base Price is less than 41%, 0% of Target Shares will Performance Vest; (ii) if VWAP Increase over Base Price is 41%, 33% of Target Shares (i.e., 6,312 shares) will Performance Vest; (iii) if VWAP Increase over Base Price is 61%, 67% of Target Shares (i.e., 12,814 shares) will Performance Vest; (iv) if VWAP Increase over Base Price is 81%, 100% of Target Shares (i.e., 19,126 shares) will Performance Vest; (v) if VWAP Increase over Base Price is 101%, 134% of Target Shares (i.e., 25,629 shares) will Performance Vest; and (vi) if VWAP Increase over Base Price is 121% or greater, 167% of Target Shares (i.e., 31,940 shares) will Performance Vest. Linear interpolation of vesting applies if the VWAP increases over Base Price is between 41% and 121%. The maximum number of shares that may Performance Vest is 31,940 shares.
- (Continued from F2) Shares which are Performance Vested will become vested and exercisable on March 31, 2024 if the reporting person's service has not previously terminated. Shares that do not become Performance Vested shall be forfeited without consideration. Similarly, if before March 31, 2024 the reporting person's service is terminated for cause or he resigns without good reason, then any then unvested portion of the Performance Option shall be forfeited without consideration. After termination of the reporting person's service, any then vested portion of the Performance Option shall generally remain exercisable until the earlier 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 Option is not being assumed, replaced, substituted for or otherwise continued after the change of control, or (iii) February 28, 2030.
- (Continued from F3) 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 nonqualified 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 four equal annual installments beginning on February 28, 2021, subject to continuing service.
- These restricted stock units vest in three equal annual installments beginning on February 28, 2021, subject to continuing service.
- These stock options vest in three equal annual installments beginning on February 28, 2021, subject to continuing service.
- The reporting person disclaims beneficial ownership of the shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the shares for purposes of Section 16 or any other purpose.

/s/ Ryan S. Quinn, as Attorney-in-Fact for Douglas R. Lebda 03/03/2020

** 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.

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