

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	
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1. Name and Address of Reporting Person* LEBDA DOUGLAS R			2. Issuer Name and Ticker or Trading Symbol LendingTree, Inc. [TREE]		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) 02/16/2018		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	
11115 RUSHMORE DR.			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	CHARLOTTE NC 28277					
(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 Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance based nonqualified stock option	\$378.95	02/16/2018		A		21,982		(1)(2)(3)(4)	02/16/2028	Common Stock	21,982	\$0	21,982	D	
Restricted Stock Units	\$0	02/16/2018		A		9,896		(5)	(5)	Common Stock	9,896	\$0	9,896	D	
Stock Option	\$378.95	02/16/2018		A		396		(6)	02/16/2028	Common Stock	396	\$0	396	I	By spouse ⁽⁸⁾
Restricted Stock Units	\$0	02/16/2018		A		198		(7)	(7)	Common Stock	198	\$0	198	I	By Spouse ⁽⁸⁾

Explanation of Responses:

- (1) 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 13,163 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 2018 through the first fiscal quarter of 2022 exceeds \$378.95 (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., 4,344 shares) will Performance Vest; (iii) if VWAP Increase over Base Price is 61%, 67% of Target Shares (i.e., 8,819 shares) will Performance Vest; (iv) if VWAP Increase over Base Price is 81%, 100% of Target Shares (i.e., 13,163 shares) will Performance Vest; (v) if VWAP Increase over Base Price is 101%, 133% of Target Shares (i.e., 17,507 shares) will Performance Vest; and (vi) if VWAP Increase over Base Price is 121% or greater, 167% of Target Shares (i.e., 21,982 shares) will Performance Vest. Linear interpolation of vesting applies if the VWAP increases over Base Price is between 41% and 121%.
- (continued from F2): The maximum number of shares that may Performance Vest is 21,982 shares. Shares which are Performance Vested will become vested and exercisable on February 16, 2022 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 February 16, 2022 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,
- (continued from F3): or (iii) February 16, 2028. 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.
- This award of restricted stock units was made in accordance with the reporting person's employment agreement with the Company. All units will vest in a single installment on the fourth anniversary of the date of grant subject to continuing service.
- These options vest in three equal annual installments beginning on February 16, 2019 subject to continuing service.
- These restricted stock units vest in three equal annual installments beginning on February 16, 2019 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/ Katharine F. Pierce as
Attorney-in-Fact for Douglas R. 02/21/2018
Lebda

** 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.