

| OMB APPROVAL                                 |           |
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**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

|  |           |              |  |  |  |   |  |  |  |
|--|-----------|--------------|--|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Sharma Sushil</u> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><u>LendingTree, Inc. [ TREE ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>Chief Product Officer</b> |  |  |  |
| (Last)   | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/30/2020</u>            |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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)<br><u>05/03/2019</u>    |  |  |   |  |  |  |
| (Street)   | (City)    | (State)      | (Zip)  |  |  |   |  |  |  |
| <u>CHARLOTTE</u>   | <u>NC</u> | <u>28277</u> |  |  |  |   |  |  |  |

**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                   |   |  |   |
| Common Stock                    | 07/30/2020                           |  | M                              |   | 873   | A          | \$0                     | 873 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 07/30/2020                           |  | F                              |   | 433   | D          | \$357.84                | 440   | D  |   |
| Common Stock                    | 07/31/2020                           |  | M                              |   | 1,688   | A          | \$229.15                | 2,128   | D  |   |
| Common Stock                    | 07/31/2020                           |  | S <sup>(2)</sup>               |   | 433   | D          | \$350.11 <sup>(3)</sup> | 1,695   | D  |   |
| Common Stock                    | 07/31/2020                           |  | S <sup>(2)</sup>               |   | 747   | D          | \$352.5 <sup>(4)</sup>  | 948   | D  |   |
| Common Stock                    | 07/31/2020                           |  | S <sup>(2)</sup>               |   | 666   | D          | \$353.32 <sup>(5)</sup> | 282   | D  |   |
| Common Stock                    | 07/31/2020                           |  | S <sup>(2)</sup>               |   | 44  | D          | \$354.54                | 238   | D  |   |
| Common Stock                    | 07/31/2020                           |  | S <sup>(2)</sup>               |   | 28  | D          | \$356.47                | 210   | D  |   |
| Common Stock                    | 07/31/2020                           |  | S <sup>(2)</sup>               |   | 10  | D          | \$359.83                | 200   | D  |   |
| Common Stock                    | 07/31/2020                           |  | S <sup>(2)</sup>               |   | 200   | D          | \$359.88                | 0   | D  |   |

**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 |
| Restricted Stock Units                     | \$0  | 07/30/2020                           |  | M                              |   | 873  |     | (6)  | (6)             | Common Stock  | 873  | \$0  | 1,746   | D  |       |
| Options to Purchase Common Stock           | \$229.15   | 07/31/2020                           |  | M                              |   | 1,688  |     | (7)  | 07/30/2028      | Common Stock  | 1,688                                      | \$0  | 3,377   | D  |       |

**Explanation of Responses:**

- This amount has been adjusted to reflect the fact that the correct number of shares of the issuer's common stock beneficially owned by the reporting person on the date the reporting person became subject to Section 16(a) of the Securities Exchange Act of 1934 and with respect to which the reporting person filed a Form 3 on May 3, 2019, is 0.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 6, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$350.00 to \$350.84, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, additional information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) to (5) of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$352.00 to \$352.79, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$353.00 to \$353.93, inclusive.
- These restricted stock units vest in three annual installments beginning on July 30, 2019, in accordance with the terms of the original award agreement, with 25% of the total award vesting after year 1, another 25% vesting after year 2, and the remaining 50% of the total award vesting after year 3.
- These options vest in three annual installments beginning on July 30, 2019, with 25% of the total award vesting after year 1, another 25% vesting after year 2, and the remaining 50% vesting after year 3. This Form 4 corrects the vesting schedule originally reported on the reporting person's Form 3 filed on May 3, 2019.

/s/ Ryan S. Quinn, as Attorney-in-Fact for Sushil Sharma 08/03/2020

\*\* 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.**

**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.**