| SEC Form 4 | |
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FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

I

| OMB Number: | 3235-0287 | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

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

| | | | 2. Issuer Name and Ticker or Trading Symbol LendingTree, Inc. [TREE] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---------|-------|--|---|
| (Last) (First) (Middle) 1415 VANTAGE PARK DR., SUITE 700 | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/19/2024 | Officer (give title Other (specify below) below) Chairman & CEO |
| | · | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication | |

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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. Transa Code (8) | action (Instr. | 4. Securities Disposed O 5) | s Acquirec f (D) (Inst | d (A) or r. 3, 4 and | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock ⁽¹⁾ | 07/19/2024 | | A | | 315 | A | \$52.51 | 101,547 | D | |
| Common Stock | | | | | | | | 4,130 | Ι | By Spouse ⁽²⁾ |
| Common Stock | | | | | | | | 433,159 | Ι | Through 2022 Lebda Family Holdings, LLC ⁽³⁾ |
| Common Stock | | | | | | | | 1,325,000 | I | Through Lebda Family Holdings, LLC ⁽³⁾ |
| Common Stock | | | | | | | | 12,524 | I | Through Lebda Family Holdings II, LLC ⁽³⁾ |
| Common Stock | | | | | | | | 300,000 | I | Through 2021 Lebda Family Holdings LLC ⁽³⁾ |

| | 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. Transa Code (8) | | ion of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | and 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 | | | | |

Explanation of Responses:

1. Pursuant to Mr. Lebda's employment agreement, in lieu of receiving cash payment in respect of Mr. Lebda's base salary, Mr. Lebda has elected to receive the remainder of his 2024 base salary in Company stock. The amount reported herein represents the net (after tax withholding) amount of Mr. Lebda's salary for the pay period ending July 19, 2024 that was received by Mr. Lebda as Company stock. Such shares are fully vested on the date of issuance.

2. 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.

3. The reporting person disclaims beneficial ownership of the shares to the extent in which he does not have a pecuniary interest, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

<u>/s/ Heather Novitsky as</u> <u>Attorney-in-Fact for Douglas</u> 07/23/2024 <u>R. Lebda</u>

** 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.