

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
Check the appropriate box:

Filed by a party other than the Registrant

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

LENDINGTREE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per [Exchange Act](#) Rules [14a-6\(i\)\(1\)](#) and 0-11.
- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to [Exchange Act](#) Rule [0-11](#) (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by [Exchange Act](#) Rule [0-11\(a\)\(2\)](#) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

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Stockholder Engagement
Spring 2021

Forward Looking Statements

Forward Looking Statements

Certain statements in this presentation may be considered to be “forward-looking statements” within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995. Those statements include statements regarding the intent, belief or current expectations or anticipations of LendingTree and members of our management team. Factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include the following: uncertainty regarding the duration and scope of the coronavirus referred to as COVID-19 pandemic; actions governments and businesses take in response to the pandemic, including actions that could affect levels of advertising activity; the impact of the pandemic and actions taken in response to the pandemic on national and regional economies and economic activity; the pace of recovery when the COVID-19 pandemic subsides; adverse conditions in the primary and secondary mortgage markets and in the economy, particularly interest rates; default rates on loans, particularly unsecured loans; demand by investors for unsecured personal loans; the effect of such demand on interest rates for personal loans and consumer demand for personal loans; seasonality of results; potential liabilities to secondary market purchasers; changes in the Company’s relationships with network lenders, including dependence on certain key network lenders; breaches of network security or the misappropriation or misuse of personal consumer information; failure to provide competitive service; failure to maintain brand recognition; ability to attract and retain consumers in a cost-effective manner; the effects of potential acquisitions of other businesses, including the ability to integrate them successfully with LendingTree’s existing operations; accounting rules related to contingent consideration and excess tax benefits or expenses on stock-based compensation that could materially affect earnings in future periods; ability to develop new products and services and enhance existing ones; competition; allegations of failure to comply with existing or changing laws, rules or regulations, or to obtain and maintain required licenses; failure of network lenders or other affiliated parties to comply with regulatory requirements; failure to maintain the integrity of systems and infrastructure; liabilities as a result of privacy regulations; failure to adequately protect intellectual property rights or allegations of infringement of intellectual property rights; and changes in management. These and additional factors to be considered are set forth under “Risk Factors” in our Annual Report on Form 10-K for the period ended December 31, 2020 and in our other filings with the Securities and Exchange Commission. LendingTree undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results or expectations.

Non-GAAP Financial Measures

This presentation includes unaudited non-GAAP financial measures, including Adjusted EBITDA, and the ratios based on these financial measures. We present non-GAAP measures herein because our management believes that such information provides useful information about our operating performance. Non-GAAP financial measures do not have any standardized meaning and are therefore unlikely to be comparable to similar measures presented by other companies. The presentation of non-GAAP financial measures is not intended to be a substitute for, and should not be considered in isolation from, the financial measures reported in accordance with GAAP. See the Appendix for a reconciliation of non-GAAP financial measures to the comparable GAAP measures.

Industry Data

This presentation also contains industry data, forecasts and other information that we obtained from industry publications and surveys, public filings and internal company sources. Statements as to our ranking, market position and market estimates are based on independent industry publications, government publications, third-party forecasts and management’s estimates and assumptions about our markets and our internal research. While we are not aware of any misstatements regarding our market, industry or similar data presented herein, such data involve risks and uncertainties and are subject to change based on various factors.

LendingTree at a Glance

Who We Are

LendingTree is the nation's **leading online marketplace** that connects consumers with the choices that help them be confident in their financial decisions.

LendingTree **empowers consumers to shop for financial services** the same way they would shop for airline tickets or hotel stays, comparing multiple offers from a **nationwide network of over 800 partners** in one simple search, and can choose the option that best fits their financial needs.

Unparalleled Brand with Strong Network Effects



\$2.5bn+

Lifetime Brand Investment



800+

Strategic Relationships with Top Tier Providers



\$30bn+

Annual Loan Originations Facilitated⁽¹⁾

Note: Figures are as of 4Q 2020.

1) Based on provider-reported funding data and internal estimates.

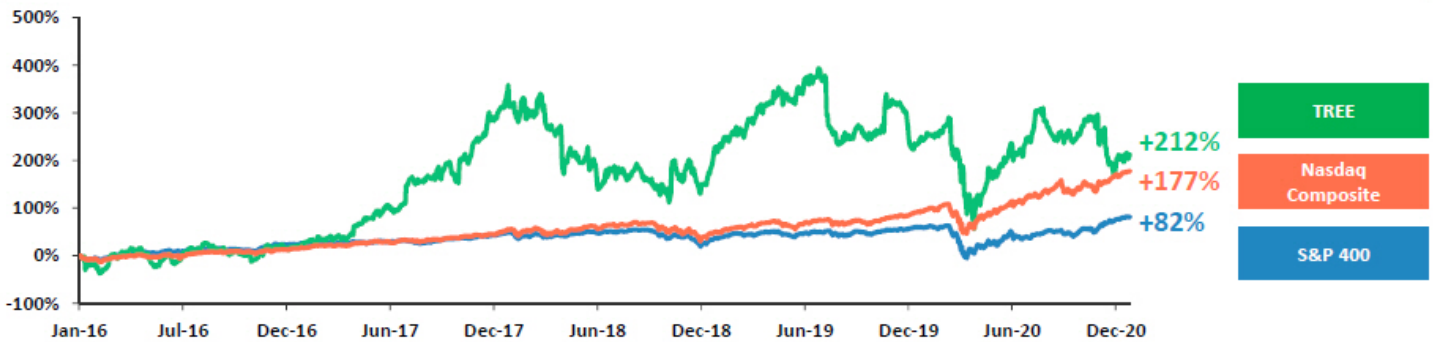
Industry's Most Comprehensive Offering

Digital Marketplace Enabling Consumers and Providers to Shop for Each Other




Strong Long-Term Performance


Considerable TSR Outperformance Over the Last 5 Years⁽¹⁾



Consistent, Profitable Growth at Scale


\$0.9bn
LTM Revenue⁽²⁾


\$124mm
LTM Adj. EBITDA⁽²⁾⁽³⁾


24%
Revenue CAGR⁽⁴⁾

- 1) Reflects total stockholder return ("TSR") for the period 12/31/2015 to 12/31/2020 and does not reflect 2021 performance. TSR is calculated assuming dividend reinvestment.
2) As of Q4 2020.
3) Adjusted EBITDA is a non-GAAP metric. See appendix for reconciliation.
4) CAGR from 2016-2020.

Amendment to Stock Plan

Additional shares are required in order to continue to make grants to attract, retain and incentivize our employees

Share Increase

- **600,000 share increase** to the number of shares authorized for issuance under the plan, a **net increase of 141,528 shares after factoring in the cancellation of the 458,472 shares under the 2017 Inducement Grant Plan** that was terminated in Apr. 2021

Primary Use of Requested Shares

- No new long-term incentives will be granted to the CEO
- Based on current estimates, we expect that **over 75%** of shares awarded as long-term incentives **will be awarded to employees other than current NEOs**

Plan Duration

- This increase is intended to manage our equity grant requirements for approximately the **next two years**

Burn Rate

- Our three-year average annual gross burn rate for fiscal years 2018-2020 was **2.92%**, placing us near the median of our peer group

2021 Enhancements to Align With Stockholder Interests

- **Minimum vesting period of one year** that applies to all awards, other than for awards of up to 5% of the share pool
- Express **prohibitions on payment of dividends** on unvested awards
- **Robust stock ownership guidelines** to cover our CEO (6x base salary) and our other NEOs (1.5x - 3x base salary)
- **Robust clawback policy** covering the cash and equity incentive compensation paid to our executive officers

Historical Burn Rate in Line with Peers

Our Average Gross Burn Rate for 2018 - 2020 Approximates the Peer Group Median

- LendingTree's 2018-2020 average gross burn rate of 2.92% is **aligned with the median of our peer group**, which includes **consumer-facing, technology-enabled internet companies** that have similar business models and with which we compete for talent
 - This is despite the fact that LendingTree's 2020 burn rate **includes our CEO's front-load grant** that was made in Dec. 2020, which **covers the entirety of his long-term incentive grants through Dec. 31, 2023**

3-Yr. Avg. Annual Shares Granted as % of Total Shares Outstanding ⁽¹⁾	
TREE Peer Group	Total Gross Burn Rate
Peers 1 – 9	2.95% – 7.23%
TREE 2018 – 2020 Avg.	2.92%
Peers 11 – 19	0.69% – 2.81%
Peer 75th Percentile	4.17%
Peer Median	2.88%
Peer 25th Percentile	1.78%
<u>TREE Percentile Rank</u>	
TREE 2018 – 2020 Avg.	51P

1) Represents shares granted during the latest 3 years available.

Our CEO's New Employment Agreement

In Nov. 2020, the Company entered into a new employment agreement with Douglas Lebda, securing his continued leadership as our Chairman & CEO through Dec. 31, 2023

In connection with his new employment agreement, our Founder & CEO Mr. Lebda was granted – in Dec. 2020 – stock option awards that are **highly performance-based and aligned with stockholder interests**:

- 30% have a **25% premium exercise price**
- 70% (a) have a **25% premium exercise price** and (b) are only earned if there is future **achievement of stock price increases between 81% and 191% above the share price on the date of grant**
- These awards **reflect the entirety of our CEO's long-term incentive compensation through the end of fiscal 2023** – meaning that our CEO will not receive any additional long-term incentive awards in 2021, 2022 or 2023 – and are viewed by the Company as compensation for fiscal years 2021 - 2023

Strongly Aligned with Stockholder Interests

Front-load equity grant is **100% at-risk**, and the employment agreement **does not include any guaranteed equity** for its duration

No new long-term incentives will be granted to our CEO **through 2023**

Subject to **several rigorous performance hurdles**

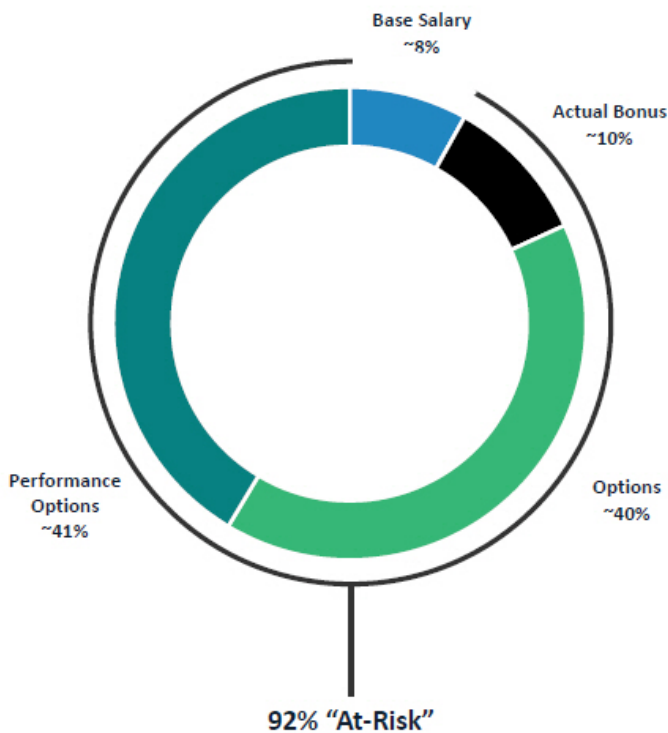
Awards that are earned **do not fully vest for six years** and have a **two-year holding requirement** on the net after-tax shares following exercise

CEO's **salary will not increase** in fiscal 2021-2023 based on the terms of his new employment agreement



Overview of Compensation Program

CEO Fiscal 2020 – Total Direct Compensation⁽¹⁾



Executive Compensation Highlights

- ✓ Stock ownership guidelines cover our CEO (6x base salary) and our other NEOs (1.5x - 3x base salary) **New**
- ✓ Clawback policy covering the cash and equity incentive compensation paid to our executive officers **New**
- ✓ Minimum vesting period of one year for all equity awards, subject to limited exceptions **New**
- ✓ Expressly prohibit payment of dividends on unvested equity awards **New**
- ✓ Tie the majority of NEO compensation over time to equity awards, the ultimate value of which is driven by our overall performance and valuation
- ✓ Significant portion of CEO pay is "at risk" and only earned through the achievement of challenging performance hurdles

1) Excludes the performance options granted to our CEO in December 2020 pursuant to his new employment agreement, which are viewed by the Company as compensation for fiscal 2021 – 2023

We Request Your Support

The Board Asks That You Vote **FOR** All Proposals at the 2021 Annual Meeting

Proposal 1 **FOR** Election of Each of the Eight Director Nominees



Proposal 2 **FOR** Approval of the Employee Stock Purchase Plan



Proposal 3 **FOR** Approval of an Amendment and Restatement of the Stock and Annual Incentive Plan



Proposal 4 **FOR** Ratification of Selection of PricewaterhouseCoopers LLP as Registered Public Accounting Firm



Appendix



Non-GAAP Adjusted EBITDA Margin

Annual Reconciliation

Twelve Months Ended

	December 31, 2016	December 31, 2017	December 31, 2018	December 31, 2019	December 31, 2020
<i>(in millions, except percentages)</i>					
Net income from continuing operations	\$ 31	\$ 19	\$ 109	\$ 39	\$ (22)
<i>Net income from continuing operations % of revenue</i>	8%	3%	14%	4%	(2)%
Adjustments to reconcile adjusted EBITDA:					
Amortization of intangibles	1	13	23	55	53
Depreciation	5	7	7	11	14
Severance	-	-	2	1	-
Loss (gain) on impairments and disposal of assets	1	1	2	(1)	1
Non-cash compensation	10	23	44	52	54
Contribution to LendingTree Foundation	-	10	-	-	1
Change in fair value of contingent consideration	-	24	11	28	6
Acquisition expense	1	2	6	-	2
Litigation settlements and contingencies	-	1	-	-	(1)
Interest expense, net	1	7	12	20	36
Rental depreciation and amortization of intangibles	-	1	1	-	-
Income tax (benefit) expense	20	6	(66)	(8)	(20)
Adjusted EBITDA	\$ 70	\$ 115	\$ 153	\$ 198	\$ 124
<i>Adjusted EBITDA % of revenue</i>	18%	19%	20%	18%	14%



