



**IAC/InterActiveCorp**



**IACI NASDAQ**

**IT Services / Consulting**

Market Capitalization USD:

**\$3,360.32 mm**

**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Gregory R. Blatt**

**Age: 43**

**CEO Since: 2010**

	2009	2010	2011
<b>Base Salary</b>	\$500,000	\$500,000	\$1,000,000
<b>Discretionary Bonus</b>	\$1,700,000	\$2,500,000	\$3,000,000
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$1,041,885	\$722,470	\$7,350
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$3,241,885</b>	<b>\$3,722,470</b>	<b>\$4,007,350</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$3,241,885</b>	<b>\$3,722,470</b>	<b>\$4,007,350</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,727,847	\$7,517,962	\$5,748,077
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$2,699,789
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$2,699,789</b>

**Proxy Date:** 27 Apr 2012

**Annual Meeting Date:** 20 Jun 2012

**Equity Reserves:** 32.44%

**Stock Option Run Rate:** 3.05%

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## Performance Comparison

■ S&P500 ■ Industry ■ IACI



## Peer Comparisons (TRBC) =IT Services / Consulting

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>IACI</b>	<b>IAC/InterActiveCorp</b>	<b>\$3,241,885</b>	<b>\$3,722,470</b>	<b>\$4,007,350</b>	<b>\$3,360,324,341</b>
TDC	Teradata Corp.	\$3,525,119	\$7,334,099	\$6,809,521	\$9,009,099,000
FISV	Fiserv, Inc.	\$5,757,685	\$5,886,908	\$6,716,226	\$7,186,617,328
FFIV	F5 Networks, Inc.	\$7,892,855	\$8,884,962	\$7,707,496	\$5,735,643,331
VRSN	VeriSign, Inc.	\$2,755,739	\$4,564,800	\$5,154,481	\$4,760,684,945
ADS	Alliance Data Systems Corporation	\$3,321,044	\$5,920,509	\$6,332,706	\$4,720,071,624
RAX	Rackspace Hosting, Inc.	\$6,729,521	\$2,238,560	\$4,151,656	\$4,452,426,684

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

NA

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Arthur C. Martinez	Chairman	72	Male	7	Outside
David S. Rosenblatt	Member	44	Male	4	Outside
Donald R. Keough	Member	85	Male	14	Outside Related

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