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IAC/INTERACTIVECORP  
Form POS EX  
October 31, 2005

As Filed with the Securities and Exchange Commission on October 31, 2005

Registration No. 333-124303

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
POST-EFFECTIVE  
AMENDMENT NO. 3  
TO  
FORM S-4  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
IAC/INTERACTIVECORP  
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	4833 (Primary Standard Industrial Classification Code Number)	59-2712887 (I.R.S. Employer Identification Number)
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152 WEST 57TH STREET  
NEW YORK, NEW YORK 10019  
(212) 314-7300  
(Address, including Zip Code, and Telephone Number, including  
Area Code, of Registrant's Principal Executive Offices)

GREGORY R. BLATT, ESQ.  
EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
IAC/INTERACTIVECORP  
152 WEST 57TH STREET  
NEW YORK, NEW YORK 10019  
(212) 314-7300  
(Name, Address, including Zip Code, and Telephone Number,  
including Area Code, of Agent For Service)

COPY TO:  
PAMELA S. SEYMON, ESQ.  
WACHTELL, LIPTON, ROSEN & Katz  
51 West 52nd Street  
New York, New York 10019  
(212) 403-1000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective and upon completion of the transactions described in the enclosed proxy statement/prospectus.

If the securities registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. [ ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

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If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

THIS POST-EFFECTIVE AMENDMENT NO. 3 TO REGISTRATION STATEMENT ON FORM S-4 (REG. NO. 333-124303) SHALL HEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH THE PROVISIONS OF SECTION 8(C) OF THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE

This Post-Effective Amendment No. 3 to Form S-4 Registration Statement No. 333-124303 is filed solely to file Exhibit 8.1a as an additional exhibit to the Registration Statement. In accordance with Section 462(d) of the Securities Act of 1933, as amended, this Post-Effective Amendment shall become effective immediately upon filing with the Securities and Exchange Commission.

PART II--INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules.

EXHIBIT INDEX

Exhibit No.	Document
8.1a	Opinion of Wachtell, Lipton, Rosen & Katz, as to certain material U.S. federal tax matters

SIGNATURES

Pursuant to the requirements of the Securities Act, the co-Registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on October 31, 2005.

IAC/INTERACTIVECORP

By: /s/ GREGORY R. BLATT

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Name: Gregory R. Blatt  
Title: Executive Vice President,  
General Counsel and Secretary

IN WITNESS WHEREOF and pursuant to the requirements of the Securities Act, this Post-Effective Amendment has been signed by the following persons in the capacities indicated as of October 31, 2005.

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Signature	Title
* ----- Barry Diller	Chairman of the Board, Chief Executive Officer and Director
* ----- Victor A. Kaufman	Vice Chairman and Director
* ----- Thomas J. McInerney	Executive Vice President and Chief Financial Officer
* ----- Michael H. Schwerdtman	Vice President and Controller (Chief Accounting Officer)
* ----- Edgar Bronfman, Jr.	Director
* ----- Donald R. Keough	Director
* ----- Marie-Josée Kravis	Director
* ----- Bryan Lourd	Director
* ----- Arthur C. Martinez	Director

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Steven Rattner

Director

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H. Norman Schwarzkopf

Director

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Alan G. Spoon

Director

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Diane Von Furstenberg

Director

\*By:

/s/ GREGORY R. BLATT

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Gregory R. Blatt