

GCI LIBERTY, INC.
 Form 3
 March 13, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|---|---|--|---|
| 1. Name and Address of Reporting Person * GCI LIBERTY, INC. (Last) (First) (Middle) 12300 LIBERTY BOULEVARD (Street) ENGLEWOOD, CO 80112 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/09/2018 | 3. Issuer Name and Ticker or Trading Symbol LendingTree, Inc. [TREE] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 3,223,989 | I | By Wholly-Owned Subsidiary |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | | | | |
|---|----------|----------|-----------------|-------------------|------------|------------------------|-------------------------------|
| Forward Sale Contract (Obligation to Sell) | Â (1)(2) | Â (1)(2) | Common Stock | Shares 642,850 | \$ (1) (2) | (I) (Instr. 5) I | By Wholly-Owned Subsidiary |
|---|----------|----------|-----------------|-------------------|------------|------------------------|-------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GCI LIBERTY, INC. 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112 | Â X | Â X | Â | Â |

Signatures

GCI Liberty, Inc. By: /s/ Craig Troyer Title: Senior Vice President and Assistant Secretary 03/13/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) On June 6, 2017, a wholly-owned subsidiary of Liberty Interactive (as defined in the Remarks section) entered into a forward sale transaction with a financial institution (the "Counterparty") with respect to 642,850 shares (the "Number of Shares") of Common Stock (as defined in the Remarks section). The Reporting Person has pledged the Number of Shares to secure its obligations under the transaction, and retained dividend and voting rights in such pledged shares. The transaction will settle on a cash settlement basis or, at the election of the Reporting Person with the consent of the Counterparty, on a physical settlement basis. The transaction will settle in twenty components over twenty consecutive trading days beginning on or about May 17, 2019.
- In the case of cash settlement, on the relevant settlement date for each component: (i) if the volume weighted average price per share of Common Stock on the valuation date for such component is lower than \$128.0250 (the "Floor Price"), the Counterparty shall pay the Reporting Person (in cash) the difference multiplied by the Number of Shares, (ii) if the volume weighted average price per share of Common Stock on the valuation date for such component is higher than \$211.6680 (the "Cap Price"), the Reporting Person shall pay the Counterparty (in cash) the difference multiplied by the Number of Shares, and (iii) if the volume weighted average price per share of Common Stock on the valuation date for such component is greater than or equal to the Floor Price but less than or equal to the Cap Price, no amount will be payable.

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Remarks:

OnÂ MarchÂ 9,Â 2018,Â theÂ transactionsÂ contemplatedÂ byÂ theÂ AgreementÂ andÂ PlanÂ ofÂ Reorganization,Â date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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