

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>GCI LIBERTY, INC.</b>			2. Issuer Name and Ticker or Trading Symbol <b>LendingTree, Inc. [TREE]</b>			5. 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 (give title below) <input type="checkbox"/> Other (specify below)		
(Last) <b>12300 LIBERTY BOULEVARD</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/16/2020</b>					
(Street) <b>ENGLEWOOD, CO 80112</b>			4. 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		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	11/16/2020		S		488,005 <u>(1)</u>	D	\$ 292.46	2,955,984	I	By Wholly-Owned Subsidiary
Common Stock	11/16/2020		S		2,955,984 <u>(2)</u>	D	\$ 292.46	0	I	By Wholly-Owned Subsidiary

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Forward Sale Contract (Obligation to Sell)	<u>(3)</u> <u>(4)</u> <u>(5)</u>	11/16/2020		J/K			642,850	<u>(3)</u> <u>(4)</u> <u>(5)</u>	<u>(3)</u> <u>(4)</u> <u>(5)</u>	Common Stock	642,850	<u>(3)</u> <u>(4)</u> <u>(5)</u>	0	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	X	X		

## Signatures

GCI Liberty, Inc. By: /s/ Craig Troyer Title: Senior Vice President and Assistant Secretary	11/18/2020
**Signature of Reporting Person	Date

## Explanation of Responses:

\* 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).

(1) These shares of common stock of the Issuer (the "Common Stock") were sold in a private transaction between a subsidiary of the reporting person and the Counterparty (as defined in footnote 3 below), at the same price as the price paid by the underwriters in the Block Sale (defined in footnote 2 below), in order to allow for the Counterparty to close out its hedge positions and complete the unwind of the 2019 Forward (as defined in footnote 3 below).

(2) These shares of Common Stock were sold pursuant to an underwriting agreement among a subsidiary of the reporting person, the Issuer and certain underwriters pursuant to which the underwriters agreed to sell the shares of Common Stock held by the subsidiary (other than those sold to the Counterparty in a private transaction as described in footnote 1 above) in a registered offering and paid a price of \$292.46 per share of Common Stock (the "Block Sale").

(3) As previously disclosed in the Form 4 filed by the reporting person on May 1, 2019, on April 29, 2019, a subsidiary of the reporting person entered into a forward sale transaction (the "2019 Forward") with a financial institution (the "Counterparty") with respect to 642,850 shares (the "2019 Forward Number of Shares") of Common Stock. The subsidiary pledged the 2019 Forward Number of Shares to secure its obligations under the transaction, and retained dividend and voting rights in such pledged shares. The transaction confirmation provided for cash settlement or, at the election of the subsidiary with the consent of the Counterparty, physical settlement. The transaction was scheduled to settle in twenty components over twenty consecutive trading days beginning on May 9, 2022.

(4) In the case of cash settlement, on the cash settlement date for the 2019 Forward: (i) if the settlement price (which was to be based on the average of the volume weighted average prices of Common Stock over a period of 20 consecutive valuation dates over 20 trading days commencing on May 9, 2022) exceeded the forward cap price of \$254.00 per share (the "2019 Cap Price"), then the subsidiary of the reporting person would have to pay Counterparty an amount equal to the 2019 Forward Number of Shares multiplied by such excess and (ii) if the cash settlement price was greater than or equal to the forward floor price of zero (\$0.00) but was less than or equal to the 2019 Cap Price, no amount would be payable by either party.

(5) On November 16, 2020, a subsidiary of the reporting person entered into a letter agreement with the Counterparty pursuant to which the 2019 Forward was terminated early and unwound in full. In connection with the termination of the 2019 Forward, the subsidiary agreed to pay the Counterparty a total of \$64,037,370 and the Counterparty agreed to return to the subsidiary the 2019 Forward Number of Shares pledged to Counterparty to secure the subsidiary's obligations under the transaction.

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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