

LendingTree, Inc.
Form SC 13D/A
July 10, 2018

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

LENDINGTREE, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

894675107

(CUSIP Number)

Richard N. Baer, Esq.

Chief Legal Officer

c/o GCI Liberty, Inc.

12300 Liberty Boulevard

Englewood, CO 80112

(720) 875-5900

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 6, 2018

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D/A, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 894675107

- | | | |
|-----|---|-------------------------------------|
| 1. | Names of Reporting Persons | |
| | GCI Liberty, Inc. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☐ |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) | |
| | WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | ☐ |
| 6. | Citizenship or Place of Organization | |
| | Delaware | |
| | 7. | Sole Voting Power |
| | | 3,443,989 (1) |
| | 8. | Shared Voting Power |
| | | 0 |
| | 9. | Sole Dispositive Power |
| | | 3,443,989 (1) |
| | 10. | Shared Dispositive Power |
| | | 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 3,443,989 (1) | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | ☒ |
| | Excludes any shares beneficially owned by the executive officers and directors of the Reporting Person. | |
| 13. | Percent of Class Represented by Amount in Row (11) | |
| | 27.6% (1),(2) | |
| 14. | Type of Reporting Person (See Instructions) | |
| | CO | |

(1) Includes 642,850 shares of common stock, par value \$.01 per share (the "Common Stock"), of LendingTree, Inc., a Delaware corporation (the "Issuer"), pledged as collateral to secure the obligations of an indirect, wholly-owned subsidiary of GCI Liberty, Inc., a Delaware corporation, under an agreement confirming the terms and conditions of a share forward transaction with Royal Bank of Canada.

(2) Based on 12,490,859 shares of Common Stock outstanding as of April 20, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, filed by the Issuer with the Securities and Exchange Commission on April 27, 2018.

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 2)

Statement of

GCI LIBERTY, INC.

Pursuant to Section 13(d) of the

Securities Exchange Act of 1934

in respect of

LENDINGTREE, INC.

This Statement on Schedule 13D relates to the shares of common stock, par value \$.01 per share (the Common Stock), of LendingTree, Inc., a Delaware corporation (the Issuer or TREE).

The Statement on Schedule 13D originally filed with the Securities and Exchange Commission (the Commission) with respect to the Issuer by GCI Liberty, Inc., a Delaware corporation (the Reporting Person or GCI Liberty), on March 16, 2018 (the Original Statement), as amended by Amendment No. 1 filed with the Commission by the Reporting Person on June 25, 2018 (Amendment No. 1 and together with the Original Statement, the GCI Liberty Schedule 13D), is hereby amended and supplemented to include the information set forth herein. This amended Statement on Schedule 13D/A (this Amendment and together with the GCI Liberty Schedule 13D, this Statement) constitutes Amendment No. 2 to the GCI Liberty Schedule 13D. Capitalized terms not defined herein have the meanings given to such terms in the GCI Liberty Schedule 13D. Except as set forth herein, the GCI Liberty Schedule 13D is unmodified.

Item 3. Source and Amount of Funds or Other Consideration.

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The information contained in Item 3 of the GCI Liberty Schedule 13D is hereby amended and supplemented by adding the following information:

Pursuant to an arrangement with a financial institution, on July 6, 2018, a wholly-owned indirect subsidiary of the Reporting Person purchased 220,000 shares of Common Stock using cash on hand, for a price per share of \$213.9933. The description of this purchase contained in Item 6 of this Amendment is incorporated herein by reference.

Item 4. Purpose of Transaction.

The information contained in Item 4 of the GCI Liberty Schedule 13D is hereby amended and restated in its entirety as follows:

Other than as provided in this Statement, the Reporting Person does not have and, to the best of the Reporting Person's knowledge, none of the Schedule 1 Persons have, any current plans or proposals that relate to or would result in any of the actions set forth in clauses (a) through (j) of Item 4 of Schedule 13D with respect to the Issuer.

The Reporting Person holds such shares of Common Stock for investment purposes. Notwithstanding anything contained herein, the Reporting Person specifically reserves the right to change its intention with respect to any or all of such matters, and may, for example, elect (i) to acquire additional shares of Common Stock in open market or privately negotiated transactions or (ii) to dispose of all or a portion of its holdings of shares of Common

Stock. In reaching any decision as to its course of action (as well as to the specific elements thereof), the Reporting Person currently expects that it would take into consideration a variety of factors, including, but not limited to, the following: the Issuer's business and prospects; other developments concerning the Issuer and its businesses generally; other business opportunities available to the Reporting Person; developments with respect to the business of the Reporting Person; changes in law and government regulations; general economic conditions; and money and stock market conditions, including the market price of the securities of the Issuer; provided that any course of action taken by the Reporting Person will be subject to the contractual restrictions described in Item 6 of this Statement.

The information contained in Item 6 of this Statement is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

The information contained in Item 5 of the GCI Liberty Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The Reporting Person beneficially owns 3,443,989 shares of Common Stock, which represents approximately 27.6% of the outstanding shares of Common Stock of the Issuer. The foregoing percentage interest is based on 12,490,859 shares of Common Stock outstanding as of April 20, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, filed by the Issuer with the Commission on April 27, 2018.

(b) The Reporting Person has the sole power to vote and to dispose of, or to direct the voting or disposition of, all of the shares of Common Stock beneficially owned by it, subject, however, to the pledge by Ventures Holdco of 642,850 shares of Common Stock under an agreement confirming the terms and conditions of a share forward transaction with RBC, as described in Item 6 of the GCI Liberty Schedule 13D.

(c) Other than as described in this Statement, neither the Reporting Person nor, to the knowledge of the Reporting Person, any of the Schedule 1 Persons effected any transactions in respect of the Common Stock within the last sixty days.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

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The information contained in Item 6 of the GCI Liberty Schedule 13D is hereby amended and supplemented by adding the following information:

On July 6, 2018, Ventures Holdco, a wholly-owned indirect subsidiary of the Reporting Person, purchased 220,000 shares of Common Stock from a financial institution at a price per share of \$213.9933, which is based on daily volume weighted average prices over an observation period. This share purchase is intended to comply with Rule 10b5-1 of the Exchange Act. Settlement occurred on July 10, 2018.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 10, 2018

GCI LIBERTY, INC.

By: /s/ Craig Troyer
Name:
Title:

Craig Troyer
Senior Vice President and Assistant
Secretary