	(in thousands, except per share data)			
Numerator:				
Net earnings	$ 100,009	$ 100,009	$ 84,748	$ 84,748
Net (earnings) loss attributable to noncontrolling interests	(522)	(522)	42	42
Net earnings attributable to Match Group, Inc.'s shareholder	$ 99,487	$ 99,487	$ 84,790	$ 84,790
Denominator:				
Weighted average basic shares outstanding[(a)]	10,040	10,040	10,233	10,233
Dilutive securities including stock options and other securities[(a)]	—	452	—	528
Denominator for earnings per share—weighted average shares[(a)]	10,040	10,492	10,233	10,761
Earnings per share attributable to Match Group, Inc.'s shareholder				
Earnings per share[(a)]	$ 9.91	$ 9.48	$ 8.29	$ 7.88

(a) All share and per share information reflects information before giving effect to adjustments to be made in connection with the recapitalization of our equity that will occur prior to the completion of the IPO and the transfer of the net proceeds of the IPO to IAC.

Unaudited pro forma information to give effect to the dividend payment to IAC

The unaudited pro forma balance sheet and unaudited pro forma net earnings per share have been presented in accordance with SEC Staff Accounting Bulletin Topic 1.B.3. The unaudited pro forma balance sheet gives effect to an anticipated 16-for-1 stock split and an estimated $1.5 billion of proceeds from the issuance of the Match Senior Notes, borrowings under the term loan facility and this offering, including additional borrowings under the revolving credit facility, as payment of a dividend to IAC. The computation of pro forma net earnings per share reflects the number of additional shares that were issued to fund the dividend to IAC based on an assumed offering price of $13.00 per share (the midpoint of the offering price range set forth on the cover page of this prospectus). The computation of pro forma earnings per share assumes 33.3 million of incremental shares to be issued in connection with this distribution were outstanding from the beginning of the period.

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The following table sets forth the computation of pro forma basic and diluted earnings per share attributable to Match Group, Inc. shareholders to give effect to the dividend payment to IAC.

	Nine Months Ended September 30, 2015	
	Basic	Diluted
	(In thousands, except per share data)	
Numerator:		
Net earnings[(a)]	$ 59,532	$ 59,532
Net loss attributable to noncontrolling interests	42	42
Net earnings attributable to Match Group, Inc. shareholders	$ 59,574	$ 59,574
Denominator:		
Weighted average basic shares outstanding	163,733	163,733
Add: Pro forma adjustment to reflect assumed shares sold in the initial public offering to fund the dividend payment	33,333	33,333
Pro forma weighted average basic shares outstanding	197,066	197,066
Dilutive securities including stock options and other securities	—	8,449
Pro forma denominator for earnings per share-weighted average shares	197,066	205,515
Pro forma earnings per share attributable to Match Group, Inc. shareholders	$ 0.30	$ 0.29

(a) Net earnings has been adjusted by $25.2 million to reflect additional interest expense (net of tax) assumed to be incurred to finance the portion of the dividend that exceeds both the gross proceeds from this offering and the previous twelve month's net earnings.

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Report of independent registered public accounting firm

The Board of Directors and Shareholders of IAC/InterActiveCorp

We have audited the accompanying combined balance sheets of Match Group, Inc. and Subsidiaries (the Company) as of December 31, 2013 and 2014, and the related combined statements of operations, comprehensive income, shareholder equity, and cash flows for each of the three years in the period ended December 31, 2014. Our audits also included the financial statement schedule listed on page F-61. These financial statements and financial schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that