Risk Factors Comparison 2024-02-23 to 2023-02-24 Form: 10-K

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Risks relating to our business **If we fail to retain existing users or add new users, our revenue, financial results, and business may be significantly harmed. Our financial performance has been and will continue to be significantly determined by our success in adding and retaining users of our services. In the past we have experienced, and expect to continue to experience, fluctuations in the size of our user base in one or more markets from time to time, particularly in markets where we have achieved higher penetration rates. The size of our user base is also impacted by a number of other factors, including competitive products and services and global and regional business, macroeconomic, and geopolitical conditions. For example, wars in the Middle East and Ukraine have led to reduced supply as well as the decision to suspend our services in Russia. Further, if people do not perceive our services to be useful, we may not be able to attract or retain users. In recent years, some users, particularly younger generations, have shown a decreased appetite for our services and those of our competitors due potentially to a number of factors. With each new generation of users, expectations of our services change and user behaviors and priorities shift. As a result, we may need to further leverage our existing capabilities or advances in technologies like artificial intelligence (" AI "), or adopt new technologies, to improve our existing services or introduce new services in order to better satisfy existing users and to expand our penetration of what continues to be a large available new user market. However, there can be no assurances that further implementation of technologies like AI will enhance our services or be beneficial to our business and the introduction of new features or services to our existing services may have unintended consequences on our ecosystem, which could lead to fluctuations in the size of our user base. Additionally, in 2023 we began consolidating some of our legacy brands' platforms in order to decrease operating costs, which may result in changes to the user experience for some of our brands that some existing users may perceive negatively. If we are unable to maintain or increase the size of our user base, our revenue and other financial results may be adversely affected. Further, as the size of our user base fluctuates in one or more markets from time to time, we may become increasingly dependent on our ability to maintain or increase levels of monetization in order to grow revenue. Any significant decrease in user retention or growth could render our services less attractive to users, which is likely to have a material and adverse impact on our business, financial condition, and results of operations.** The industry for social connection apps is competitive, with low switching costs and a consistent stream of new services and entrants, and innovation by our competitors may disrupt our business. The industry for social connection apps is competitive, with a consistent stream of new services and entrants. Some of our competitors may enjoy better competitive positions in certain geographical regions, user demographics **,** or other key areas that we currently serve or may serve in the future. These advantages could enable these competitors to offer services that are more appealing to users and potential users than our services or to respond more quickly and / or cost- effectively than us to new or changing opportunities. In addition, within the industry for social connection apps generally, costs for consumers to switch between services are low, and consumers have a propensity to try new approaches to connecting with people and to use multiple services at the same time. As a result, new services, entrants, and business models are likely to continue to emerge. It is possible that a new service could gain rapid scale at the expense of existing brands through harnessing a new technology **, such as generative AI,** or a new or existing distribution channel, creating a new or different approach to connecting people **,** or some other means. We may need to respond by introducing new services or features, which we may not do successfully. If we do not sufficiently innovate to provide new, or improve upon existing, services that our users or prospective users find appealing, we may be unable to continue to attract new users or continue to appeal to existing users in a sufficient manner. Potential competitors include larger companies that could devote greater resources to the promotion or marketing of their services, take advantage of acquisition or other opportunities more readily **,** or develop and expand their services more quickly than we do. Potential competitors also include established social media companies that may develop features or services that may compete with ours or operators of mobile operating systems and app stores. For example, Facebook offers a dating feature on its platform, which it rolled out globally several years ago and has grown dramatically in size supported by Facebook' s massive worldwide user footprint. These social media and mobile platform competitors could use strong or dominant positions in one or more markets, ~~and~~ **coupled with** ready access to existing large pools of potential users and personal information regarding those users, to gain competitive advantages over us, including by offering different features or services that users may prefer or offering their services to users at no charge, which may enable them to acquire and engage users at the expense of our user growth or engagement. If we are not able to compete effectively against ~~our~~ current or future competitors ~~and~~ **as well as other** services that may emerge **,** or if our decisions regarding where to focus our investments are not successful long- term, the size and level of engagement of our user base may decrease, which could have an adverse effect on our business, financial condition, and results of operations. The limited operating history of our newer brands and services makes it difficult to evaluate our current business and future prospects. We seek to tailor each of our brands and services to meet the preferences of specific geographies, demographics, and other communities of users. Building a given brand or service is generally an iterative process that occurs over a meaningful period of time and involves considerable resources and expenditures. Although certain of our newer brands and services have experienced significant growth over relatively short periods of time, **such as at our Hinge brand over recent years,** the historical growth rates of these brands and services may not be an indication of future growth rates for such services or our newer brands and services generally. We have encountered, and may continue to encounter, risks and difficulties as we build our newer brands and services. The failure to successfully scale these brands and services and address these risks and difficulties could adversely affect our business, financial condition, and results of operations. Our growth and profitability rely, in part, on our ability to attract and retain users through cost- effective marketing efforts. Any failure in ~~these~~ **those** efforts could adversely affect our business, financial condition, and results of operations. Attracting and retaining users for our services involve considerable expenditures for online and offline marketing. Historically, we have had to increase our marketing expenditures over time in order to attract and retain users and sustain our growth **. For example, in 2023 Tinder launched its first- ever comprehensive global marketing campaign in order to help sustain its growth and attract new users** . Evolving consumer behavior can affect the availability of profitable marketing opportunities. For example, as traditional television viewership declines and as consumers spend more time on mobile devices rather than desktop computers, the reach of many of our traditional advertising channels continues to contract. Similarly, as consumers communicate less via email and more via text messaging, messaging apps **,** and other virtual means, the reach of email campaigns designed to attract new and repeat users (and retain current users) for our services is adversely impacted. Additionally, ~~recent and future~~ changes by large tech platforms, such as Apple and Google, to advertisers' ability to access and use unique advertising identifiers, cookies **,** and other information to acquire potential users, such as Apple' s ~~recent~~ rules regarding the collection and use of identifiers for advertising (" IDFA "), have adversely impacted, and may continue to adversely impact, our advertising efforts. To continue to reach potential users and grow our businesses, we must identify and devote more of our overall marketing expenditures to newer advertising channels, such as mobile **, social media,** and online video platforms. Generally, the opportunities in and sophistication of newer advertising channels and methods continue to be less developed, proven **,** and precise, making it more difficult to assess returns on investment associated with our advertising efforts and to cost- effectively identify potential users. There can be no assurance that we will be able to continue to appropriately manage our marketing efforts in response to these and other trends in the advertising industry. Any failure to do so could adversely affect our business, financial condition, and results of operations. **Distribution** Our business and results of operations have...... and may in the future have an **and marketing of** ~~adverse impact on global economic conditions and consumer confidence and spending~~ , and **access** ~~could materially adversely affect demand, or users' ability~~ to ~~pay~~ , ~~for~~ our services **rely** ~~. A public health epidemic, including COVID- 19, poses the risk that Match Group or its employees, contractors, vendors, and other business partners may be prevented or impaired from conducting ordinary course business activities for an indefinite period of time, including due to shutdowns necessitated for the health and wellbeing of our employees, the employees of business partners, or shutdowns that may be requested or mandated by governmental authorities. For example, early on in the COVID- 19 pandemic, certain of our customer support vendors were impacted by government mandated shutdowns which adversely impacted the capability of the affected brands to respond timely and effectively to user inquiries and requests. In addition, in response to the COVID- 19 outbreak, we took several precautions that adversely impacted employee productivity, such as allowing employees to fully work remotely, imposing travel restrictions, and closing office locations. The ultimate extent of the impact of any epidemic, pandemic, or other health crisis on our business will depend on multiple factors that are highly uncertain and cannot be predicted, including its severity, location and duration, and actions taken to contain or prevent further its spread. Additionally, pandemics such as the COVID- 19 pandemic could increase the magnitude of many of the other risks described in this annual report, and have other adverse effects on our operations that we are not currently able to predict. If our business and the markets in which we operate experience a prolonged occurrence of adverse public health conditions, such as COVID- 19, it could materially and adversely affect our business, financial condition, and results of operations. See " Item 7 — Management' s Discussion and Analysis of Financial Condition and Results of Operations — Trends affecting our business — Impacts of the Coronavirus. " Foreign currency exchange rate fluctuations have adversely affected and may continue to adversely affect our results of operations. We operate in various international markets, including jurisdictions within the EU and Asia. During periods of a strengthening U. S. dollar, which we experienced throughout much of 2022, our international revenues have been and will be reduced when translated into U. S. dollars. In addition, as foreign currency exchange rates fluctuate, the translation of our international revenues into U. S. dollar- denominated operating results affects the period- over- period comparability of such results and can result in foreign currency exchange gains and losses. The departure of the United Kingdom from the EU, commonly referred to as " Brexit, " has caused, and may continue to cause, volatility in currency exchange rates between the U. S. dollar and the British Pound and the full impact of Brexit remains uncertain. For additional information and for an example of how international revenues were impacted in 2022 by a strengthened U. S. dollar, see " Item 7 — Management' s Discussion and Analysis of Financial Condition and Results of Operations — Non- GAAP Financial Measures — Effects of Changes in Foreign Exchange Rates on Revenue, " and Item 7A — Quantitative and Qualitative Disclosures About Market Risk — Foreign Currency Exchange Risk. " Distribution and marketing of, and access to, our services relies~~ , in significant part, on a variety of third- party platforms, in particular, mobile app stores. If these third parties limit, prohibit, or otherwise interfere with features or services or change their policies in any material way, it could adversely affect our business, financial condition, and results of operations. We market and distribute our services (including related mobile applications) through a variety of third- party distribution channels, including Facebook, which has rolled out its own dating service. Our ability to market our brands on any given property or channel is subject to the policies **and practices** of the relevant third party. Certain platforms and channels have, from time to time, limited or prohibited advertisements for our services for a variety of reasons, including poor behavior by other industry participants. There is no assurance that we will not be limited or prohibited from using certain marketing channels in the future. **Further, certain platforms on which we market our brands may not properly monitor or ensure the quality of content located adjacent to or near our advertisements on such platforms, which may have a negative effect on consumers' perceptions of our own brands due to association with such content, which content our users may deem inappropriate.** If this were to happen with a significant marketing channel and / or for a significant period of time, our business, financial condition, and results of operations could be adversely affected. Additionally, our mobile applications are almost exclusively accessed through the Apple App Store and Google Play Store. Both Apple and Google have broad discretion to change **, and from time to time have changed,** their policies regarding their mobile operating systems and app stores in ways that may limit, eliminate **,** or otherwise interfere with our ability to distribute or market our applications through their stores, our ability to update our applications, including to make bug fixes or other feature updates or upgrades, the features we provide, our ability to access native functionality or other aspects of mobile devices, and our ability to access information about our users that they collect. To the extent either or both of them do so, our business, financial condition **,** and results of operations **have in the past been, and** could **again in the future** be **,** adversely affected. ~~For example, in 2021 Apple made changes to its policy on the processing of Apple' s IDFA, requiring app users to opt in before their IDFA can be accessed by an application. As a consequence, the ability of advertisers to accurately target and measure the effectiveness of their advertising campaigns at the user level has been limited and we and other app developers have experienced increased cost per registration. Additionally,~~ Apple and Google are **also** known to retaliate against application developers who publicly or privately challenge their app store rules and policies, and such retaliation has and could adversely affect our business, financial condition, and results of operations. The success of our services will depend, in part, on our ability to access, collect, and use personal data about our users and subscribers. We rely on the Apple App Store and Google Play Store to distribute and monetize our mobile applications. Our users and subscribers engage with these platforms directly and may be subject to requirements regarding the use of their payment systems for various transactions. As a result of this disintermediation, these platforms receive and do not share with us key user data that we would otherwise receive if we transacted with our users and subscribers directly. If these platforms continue to or increasingly limit, eliminate, or otherwise interfere with our ability to access, collect, and use key user data, our ability to identify and communicate with a meaningful portion of our user and subscriber bases and provide services to help keep our users safe may be adversely impacted. If so, our customer relationship management efforts, our ability to reach new segments of our user and subscriber bases and the population generally, the efficiency of our paid marketing efforts, the rates we are able to charge advertisers seeking to reach users and subscribers on our various properties, our ability to comply with applicable law, and our ability to identify and exclude users and subscribers whose access would violate applicable terms and conditions, including underage individuals and bad actors, may be negatively impacted, and our business, financial condition, and results of operations could be adversely affected. As the distribution of our services through app stores increases, in order to maintain our profit margins, we **have taken steps to, and in the future** may need to **further,** offset increasing app store fees by decreasing traditional marketing expenditures, increasing user volume or monetization per user, **consolidating back- office and technical functions,** or by engaging in other efforts to increase revenue or decrease costs generally ~~, or our business, financial condition, and results of operations could be adversely affected~~ . We rely on the Apple App Store and the Google Play Store to distribute and monetize our mobile applications and related in- app services. While our mobile applications are generally free to download from these stores, we offer our users the opportunity to purchase subscriptions and certain à la carte features within these applications. We ~~generally~~ determine the prices at which these subscriptions and features are sold; however, purchases of these subscriptions and features are required **in most cases** to be processed through the in- app payment systems provided by Apple and Google, although some of our applications are currently able to use their own payment systems for in- app purchases made on Android devices. Where we are required to use Apple' s or Google' s payment systems, we pay Apple and Google, as applicable, a meaningful share (generally 30 % **or** , **for** ~~although as of January 1, 2022 Google reduced the percentage applicable to~~ subscriptions ~~to~~ **purchased on Android devices,** 15 %) of the revenue we receive from these transactions. ~~While~~ **Where payments on Android devices are processed through other payment systems,** we are ~~constantly innovating~~ **also required to pay Google a meaningful share. However we have entered into a partnership with Google that will provide value exchange across our broad relationship with them, which we expect to help offset the additional costs that our brands expect to incur over the three years starting in 2024 associated with implementing Google' s User Choice Billing system, which allows application developers to offer an additional billing system alongside Google Play' s billing system. Additionally, while Apple was recently forced to change its rules in the U. S. marketplace** on ~~and creating our own payment systems and methods, given the ever increasing distribution of our services through app stores and the combination of their strict~~ anti- steering ~~rules and mandates~~ to **allow for** ~~use the in- app payments~~ - **payment processing outside its payment** systems ~~tied into~~ **, Apple has stated that it will still charge up to 27 % for** those ~~app stores, we may need~~ **transactions. We do not expect** to ~~offset these increased~~ **realize any meaningful decrease in** app store fees ~~by decreasing traditional marketing expenditures~~ as a ~~percentage of revenue, increasing user volume or monetization per user, or by engaging in other efforts to increase revenue or decrease costs generally, or our business, financial condition and results~~ - **result** of **this change** ~~operations could be adversely affected~~ . ~~On~~ **In the EU, the Digital Markets Act is set to go into effect in** March ~~31, 2022~~ **2024** ~~, Google began enforcing~~ **. Apple has submitted** its **plan for compliance** ~~new in- app payments policy~~ , which ~~requires all developers to process all~~ **would lower the 30 % service fee** in **the EU to 17 % for our applications, but would also add a** ~~- app purchases of subscriptions and features entirely through Google' s in- app~~ payment **processing fee** ~~system. If an application developer failed to comply by June 1, 2022, Google threatened to remove that developer' s applications from the Google Play Store and not allow them to make updates to their applications. In May 2022, several~~ of **3 %** ~~our subsidiaries filed a complaint in federal district court in California against Google alleging that Google' s dominance and anti- competitive conduct in the Android app distribution and in- app payment markets violate federal antitrust laws~~ , ~~particularly with respect to the requirement that we use Google' s in- app payment system exclusively. While Google has already enforced its new payments policy in most jurisdictions, it has not done so with respect to our applications due to a stipulation reached in the ongoing Google litigation. Google has filed certain counterclaims against us in which they seek damages~~ as well as a **0** ~~declaratory judgment to allow them to remove our applications from the Google Play Store~~ . ~~While we believe Google~~ **50 Euro fee per download (including updates) per year. Apple** ' s **plan is subject** ~~counterclaims are without merit, if Google prevails in the Google litigation, Google may be permitted~~ to **approval by EU regulators** ~~remove certain of our applications from the Google Play Store or we may be required to incur additional significant in- app purchase fees for past as well as future purchases, which would cause our business, financial condition, and results of operations to be materially~~

~~adversely affected~~. For additional information, see " Item 1 — Business — Dependencies on services provided by others — App Stores **.** " **While we are constantly innovating on and creating our own payment systems and methods, given the ever increasing distribution of our services through app stores and the combination of their strict anti- steering rules and mandates to use the in- app payments systems tied into those app stores, we have taken steps to, and in the future may need to further, offset these increased app store fees by decreasing traditional marketing expenditures as a percentage of revenue, increasing user volume or monetization per user, consolidating back- office or technical functions, or by engaging in other efforts to increase revenue or decrease costs generally. For example, in 2023 we began consolidating some of our legacy brands' platforms to decrease operating costs. Any failure to offset increased app store fees could adversely affect our business, financial condition, and results of operations. Challenges with properly managing the use of artificial intelligence could result in reputational harm, competitive harm, and legal liability. We currently incorporate AI into certain of our services and are working to further integrate AI technologies into our services, which integrations may become important to our operations over time. Our competitors or other third parties may incorporate AI into their services more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, AI algorithms and training methodologies may be flawed. If the content or recommendations that AI applications assist in producing are or are alleged to be deficient, inaccurate, offensive, biased, or otherwise improper or harmful, we may face reputational consequences or legal liability, and our business, financial condition, and results of operations may be adversely affected. Further, the use of AI has been known to result in, and may in the future result in, cybersecurity incidents that implicate the personal data of end users of AI- enhanced services. Any such cybersecurity incidents related to our use of AI could adversely affect our reputation and results of operations. AI also presents emerging ethical issues and if our use of AI becomes controversial, we may experience** ~~and~~ **brand or reputational harm, competitive harm, or legal liability. The rapid evolution of AI will require the dedication of significant resources to develop, test, and maintain AI technologies, including to further implement AI ethically in order to minimize unintended harmful impact. While we aim to deploy AI responsibly and attempt to identify and mitigate ethical and legal issues presented by its use, we may be unsuccessful in identifying or resolving issues before they arise. The legal and regulatory landscape surrounding generative AI technologies is rapidly evolving and uncertain including in the areas of intellectual property, discrimination, cybersecurity, and privacy and data protection. Compliance with existing, new, and changing laws, regulations, and industry standards relating to AI may limit some uses of AI, impose significant operational costs, and limit our ability to develop, deploy, or use AI technologies. Further, the continued integration of any AI technologies into our service may result in new or enhanced governmental or regulatory scrutiny. Failure to appropriately respond to this evolving landscape may result in legal liability, regulatory action, or brand and reputational harm. Foreign currency exchange rate fluctuations have adversely affected and may in the future adversely affect our results of operations. We operate in various international markets, including jurisdictions within the EU and Asia. During periods of a strengthening U. S. dollar, our international revenues have been and will be reduced when translated into U. S. dollars. In addition, as foreign currency exchange rates fluctuate, the translation of our international revenues into U. S. dollar- denominated operating results affects the period- over- period comparability of such results and will also result in foreign currency exchange gains and losses. For additional information, see** " Item **7** ~~3 Legal Proceedings — Google Litigation~~ **Management' s Discussion and Analysis of Financial Condition and Results of Operations — Non- GAAP Financial Measures — Effects of Changes in Foreign Exchange Rates on Revenue, " and " Item 7A — Quantitative and Qualitative Disclosures About Market Risk — Foreign Currency Exchange Risk** . " We depend on our key personnel. Our future success will depend upon our continued ability to identify, hire, develop, motivate, and retain highly skilled individuals across the globe, with the continued contributions of our senior management being especially critical to our success. Competition for well- qualified employees across Match Group and its various businesses is intense **, particularly in the case of senior leadership and technology roles,** and our continued ability to compete effectively depends, in part, upon our ability to attract new employees **. Our ability to attract, retain, and motivate employees may also be adversely affected by stock price volatility. In particular, declines in our stock price, or lower stock price performance relative to competitors for talent, have reduced the retentive value of our stock- based awards, which can impact the competitiveness of our compensation. Further, in the past we have had, and may continue to have for the foreseeable future, significant amounts of stock- based compensation expense due to the competitive market for executive and technical talent, which includes competitors that are much larger than us** . Effective succession planning is also important to our future success. **At times we** ~~In the last 12 months, there~~ have ~~been~~ **experienced** significant changes to our senior leadership team ~~, including our Chief Executive Officer and the Chief Executive Officer of Tinder, our largest brand~~. ~~These~~ **Those** changes and any future significant leadership changes or senior management transitions involve inherent risk. If we fail to ensure the effective transfer of senior management **or other institutional** knowledge ~~and~~ **as well as** smooth transitions involving senior management across our various businesses, our ability to execute short and long term strategic, financial, and operating goals, as well as our business, financial condition, and results of operations generally, could be adversely affected. In addition to intense competition for talent, workforce dynamics are constantly evolving **, such as recent broad shifts to hybrid work models** . If we do not manage changing workforce dynamics effectively, it could materially adversely affect our culture, reputation **,** and operational flexibility. Our success depends, in part, on the integrity of our systems and infrastructures and on our ability to enhance, expand, and adapt these systems and infrastructures in a timely and cost- effective manner. To succeed, our systems and infrastructures must perform well on a consistent basis. We have experienced and may from time to time ~~,~~ experience system interruptions that make some or all of our systems or data unavailable and prevent our services from functioning properly for our users. Any such interruption could arise for any number of reasons **, including as a result of our current efforts to consolidate some of the legacy brands' platforms or as a result of actions by government agencies** .

Further, our systems and infrastructures are vulnerable to damage from **cyberattacks,** fire, power loss, telecommunications failures **, computer viruses, software bugs** , acts of God, and similar events. While we have backup systems in place for certain aspects of our operations, not all of our systems and infrastructures are fully redundant, disaster recovery planning is not sufficient for all eventualities **,** and our property and business interruption insurance coverage may not be adequate to fully compensate us for any losses that we may suffer. Any interruptions or outages, regardless of the cause, could negatively impact our users' experiences with our platforms, tarnish our brands' reputations, and decrease demand for our services, any or all of which could adversely affect our business, financial condition, and results of operations. We also continually work to expand and enhance the efficiency and scalability of our technology and network systems to improve the experience of our users, accommodate substantial increases in the volume of traffic to our various platforms, ensure acceptable load times for our services, and keep up with changes in technology and user preferences. Any failure to do so in a timely and cost- effective manner could adversely affect our users' experience with our various services ~~and~~ **,** thereby negatively ~~impact~~ **impacting** the demand for our services, and could increase our costs, either of which could adversely affect our business, financial condition, and results of operations. From time to time we have ~~,~~ and may continue to, augment and enhance, or transition to other, enterprise resource planning, human resources, financial, or other systems. Such actions may cause us to experience difficulties in managing our systems and processes, which could disrupt our operations, the management of our finances, and the reporting of our financial results, which **,** in turn, may result in our inability to manage the growth of our business and to accurately forecast and report our results, each of which could adversely affect our business, financial condition, and results of operations. We may not be able to protect our systems and infrastructure from cyberattacks and may be adversely affected by cyberattacks experienced by third parties. We are regularly under attack by perpetrators of random or targeted malicious technology- related events, such as cyberattacks, computer viruses, worms, bot attacks or other destructive or disruptive software, distributed denial of service attacks, and attempts to misappropriate customer information, including personal user data, credit card information, and account login credentials. While we have invested (and continue to invest) in the protection of our systems and infrastructure, in related personnel and training **,** and in employing a data minimization strategy, where appropriate, there can be no assurance that our efforts will prevent significant breaches in our systems or other such events from occurring. Some of our systems have experienced past security incidents, and, although they did not have a material adverse effect on our operating results, there can be no assurance of a similar result in the future **. There is also no guarantee that a series of incidents may not be determined to be material at a later date in the aggregate, even if they may not be material individually at the time of their occurrence** . Any cyber or similar attack we are unable to protect ourselves against could damage our systems and infrastructure, prevent us from providing our services, tarnish our brand reputation, result in the disclosure of confidential or sensitive information of our users, and / or be costly to remedy, as well as subject us to investigations by regulatory authorities and / or litigation that could result in liability to third parties. The impact of cyber or similar attacks experienced by third parties who provide services to us or otherwise process data on our behalf could have a similar effect on us. Moreover, even cyber or similar attacks that do not directly affect us or our third party service providers or data processors may result in widespread access to user data, for instance through account login credentials that such users might have used across multiple internet sites, including our sites, or directly through access to user data that these third party service providers could process in the context of the services they provide to us. These events can lead to government enforcement actions, fines **,** and litigation, as well as loss of consumer confidence generally, which could make users less likely to use or continue to use online services generally, including our services. The occurrence of any of these events could have an adverse effect on our business, financial condition, and results of operations. Our success depends, in part, on the integrity of third- party systems and infrastructure. We rely on third parties, primarily data center and cloud- based, hosted web service providers, such as Amazon Web Services, as well as third party computer systems, **service providers, and** broadband and other communications systems ~~, and service providers~~ , in connection with the provision of our services generally, as well as to facilitate and process certain transactions with our users. We have no control over any of these third parties or their operations **and such third party systems are increasingly complex** . Any changes in service levels at our data centers or hosted web service providers or any interruptions, outages, or delays in our systems or those of our third party providers, deterioration in the performance of these systems, or cyber or similar attacks on these systems could impair our ability to provide our services or process transactions with our users, which would adversely impact our business, financial condition **,** and results of operations. For additional information, see " Item 1 — Business — Dependencies on services provided by others — Cloud and Other Services. " If the security of personal and confidential or sensitive user information that we maintain and store is breached or otherwise accessed by unauthorized persons, it may be costly to mitigate the impact of such an event and our reputation could be harmed. We receive, process, store, and transmit a significant amount of personal user and other confidential or sensitive information, **including,** without limitation, ~~including~~ credit card information and user- to- user communications ~~, and~~ **. We also** enable our users to share their personal information with each other. In some cases, we engage third party service providers to store or process this information. We continuously develop and maintain systems to protect the security, integrity, and confidentiality of this information, but we have experienced past incidents and cannot guarantee that inadvertent or unauthorized use or disclosure will not occur in the future or that third parties will not gain unauthorized access to **, or will not use for unauthorized purposes,** this information despite our efforts. When such events occur, we may not be able to remedy them, and we may be required by **an increasing number of** ~~law~~ **laws** to notify regulators and individuals whose personal information was processed, used **,** or disclosed without authorization ~~,~~ **. We may also** be subject to claims against us, including government enforcement actions, fines **,** and litigation, and have to expend significant capital and other resources to mitigate the impact of such events, including developing and implementing protections to prevent future events of this nature from occurring. When breaches of security (or the security of our service providers) occur, the perception of the effectiveness of our security measures, the security measures of our service providers, and our reputation may be harmed, we may lose current and potential users **,** and our various brands' reputations and competitive positions may be tarnished, any or all of which might adversely affect our business, financial condition, and results of operations. Our business is subject to complex and evolving U. S. and international laws and regulations, including with respect to data privacy and platform liability. These laws and regulations are subject to change and uncertain interpretation, and could result in changes to our business practices, increased cost of operations, declines in user growth or engagement, claims, monetary penalties, or ~~otherwise~~ **other** harm **to** our business. We are subject to a variety of laws and regulations in the United States and abroad that involve matters that are important to or may otherwise impact our business. See " Item 1 — Business — Government regulation. " These U. S. federal, state, and municipal and foreign laws and regulations, which in some cases can be enforced by private parties in addition to government entities, are constantly evolving and subject to change. As a result, the application, interpretation, and enforcement of these laws and regulations are often uncertain, particularly in the rapidly evolving industry in which we operate, and may be interpreted and applied inconsistently from state to state and country to country ~~and inconsistently with our current policies and practices~~ . These laws and regulations, as well as any associated inquiries, investigations **,** or other government actions, may be costly to comply with and **have in the past, and** may **in the future** delay or impede the development of new services, require changes to or cessation of certain business practices, result in negative publicity, increase our operating costs, require significant management time and attention, and subject us to remedies that may harm our business, including fines or modifications to existing business practices. **See " Item 3 Legal Proceedings — Irish Data Protection Commission Inquiry Regarding Tinder' s Practices. "** In the case of tax laws, positions that we have taken or will take are subject to interpretation by the relevant taxing authorities. While we believe that the positions we have taken to date comply with applicable law, there can be no assurances that the relevant taxing authorities will not take a contrary position, and if so, that such positions will not adversely affect us. Any events of this nature could adversely affect our business, financial condition, and results of operations. Proposed or new legislation and regulations could also adversely affect our business. See " Item 1 — Business — Government regulation. " To the extent such new or more stringent measures are required to be implemented, impose new liability **,** or limit or remove existing protections, our business, financial condition, and results of operations could be adversely affected. The adoption of any laws or regulations that adversely affect the popularity or growth in use of the internet or our services, including laws or regulations that undermine open and neutrally administered internet access, could decrease user demand for our service offerings and increase our cost of doing business. For example, in 2017, the Federal Communications Commission adopted an order reversing net neutrality protections in the United States, including the repeal of specific rules against blocking, throttling **,** or " paid prioritization " of content or services by internet service providers. To the extent internet service providers engage in such blocking, throttling, " paid prioritization " of content, or similar actions as a result of this order and the adoption of similar laws or regulations, our business, financial condition, and results of operations could be adversely affected. We are subject to a number of risks related to credit card payments, including data security breaches and fraud that we or third parties experience, any of which could adversely affect our business, financial condition, and results of operations. We accept payment from our users primarily through credit card transactions and certain online payment service providers. When we or a third party experiences a data security breach involving credit card information, affected cardholders will often cancel their credit cards. In the case of a breach experienced by a third party, the more sizable the third party' s customer base and the greater the number of credit card accounts impacted, the more likely it is that our users would be impacted by such a breach. To the extent our users are affected by such a breach experienced by us or a third party, such users would need to be contacted to obtain new credit card information and process any pending transactions. It is likely that we would not be able to reach all affected users, and even if we could, some users' new credit card information may not be obtained and some pending transactions may not be processed, which could adversely affect our business, financial condition, and results of operations. Even if our users are not directly impacted by a given data security breach, they may lose confidence in the ability of service providers to protect their personal information generally, which could cause them to stop using their credit cards online or choose alternative payment methods that are less convenient or more costly for us or otherwise restrict our ability to process payments without significant user effort. Additionally, if we fail to adequately prevent fraudulent credit card transactions, we may face litigation, fines, governmental enforcement action, civil liability, diminished public perception of our security measures, significantly higher credit card- related and remediation costs, or refusal by credit card processors to continue to process payments on our behalf, any of which could adversely affect our business, financial condition, and results of operations. Inappropriate actions by certain of our users could be attributed to us and damage our brands' reputations, which in turn could adversely affect our business. Users of our services have been, and may in the future be, physically, financially, emotionally, or otherwise harmed by other individuals that such users met or may meet through the use of one of our services. When one or more of our users suffers or alleges to have suffered any such harm, we have in the past, and could in the future, experience negative publicity or legal action that could damage our reputation and our brands. Similar events affecting users of our competitors' services have in the past, and could in the future, result in negative publicity for **our** ~~the dating~~ industry generally, which could in turn negatively affect our business. In addition, the reputations of our brands may be adversely affected by the actions of our users that are deemed to be hostile, offensive, defamatory, inappropriate, untrue, or unlawful. While we have systems and processes in place that aim to monitor and review the appropriateness of the content accessible through our services, and have adopted policies regarding illegal, offensive, or inappropriate use of our services, our users have in the past, and could in the future, nonetheless engage in activities that violate our policies. ~~These~~ **Such bad actors may also use emerging technologies, such as AI, to engage in such activities, which would make it more difficult for us and other users to detect and prevent such negative behavior. Our** safeguards may not be sufficient to avoid harm to our reputation and brands, especially if such hostile, offensive, or inappropriate use is well- publicized. Our business and results of operations have been and may **continue to** ~~in the future~~ be adversely affected by ~~global health pandemics~~ **the COVID- 19 outbreak or other similar outbreaks** .Our business could be materially and adversely affected by the outbreak of a widespread health epidemic or pandemic,such as the Coronavirus Disease 2019 (COVID- 19) pandemic.The COVID- 19 pandemic reached across the globe,resulting in the implementation of significant governmental measures intended to control the spread of the virus,including lockdowns,closures,quarantines,and travel bans,as well as changes in consumer behavior as individuals became reluctant to engage in social activities with people outside their households. ~~Such~~ **While most of these** measures ~~had an adverse impact on global economic conditions~~ **have been relaxed throughout the world,ongoing** and ~~consumer confidence~~ **future prevention** and ~~spending~~ **mitigation measures** , ~~and adversely affected users' ability~~ **as well as the potential for some of these measures** to **be reinstituted in the event of repeat waves** ~~pay,for our services.The ultimate extent~~ of the **virus** ~~impact of any epidemic,pandemic,~~ or other **similar diseases,have had** ~~health crisis on our business will depend on multiple factors that are highly uncertain~~ and ~~cannot be predicted~~ **may in the future have an** We may fail to adequately protect our intellectual property rights or may be accused of infringing the intellectual property rights of third parties. We rely heavily upon our trademarks and related domain names and logos to market our brands and to build and maintain brand loyalty and recognition. We also rely upon patented and patent- pending proprietary technologies and trade secrets relating to our services. We rely on a combination of laws ~~, and~~ **as well as** contractual restrictions with employees, customers, suppliers, and others, to establish and protect our intellectual property rights. For example, we have generally registered and continue to apply to register and renew, or secure by contract where appropriate, trademarks and service marks as they are developed and used, and reserve, register, and renew domain names as we deem appropriate. Effective trademark protection may not be available or sought in every country in which our services are made available, and contractual disputes may affect the use of marks governed by private contract. Similarly, not every variation of a domain name may be available or registered, even if available. We generally seek to apply for patents or other similar statutory protections as and when we deem appropriate, based on then- current facts and circumstances, and will continue to do so in the future. No assurances can be given that any patent application we have filed or will file will result in a patent being issued, or that any existing or future patents will afford adequate protection against competitors and similar technologies. In addition, no assurances can be given that third parties will not create new products or methods that achieve similar results without infringing upon patents we own. Despite these measures, our intellectual property rights may still not be protected in a meaningful manner, challenges to contractual rights could arise, third parties could copy or otherwise obtain and use our intellectual property without authorization, our existing trademarks, patents, or trade secrets can be, and, on rare occasions, have been, determined to be invalid or unenforceable, or laws and interpretations of laws regarding the enforceability of existing intellectual property rights may change over time in a manner that provides less protection. The occurrence of any of these events could tarnish our brands' reputations, limit our ability to market them, or impede our ability to effectively compete against competitors with similar technologies, any of which could adversely affect our business, financial condition, and results of operations. From time to time, we have been subject to legal proceedings and claims **regarding intellectual property** , including claims of alleged infringement of trademarks, copyrights, patents, and other intellectual property rights held by third parties and of invalidity of our own rights. In addition, from time to time we have engaged in litigation, and may continue to do so in the future, to enforce our intellectual property rights, protect our trade secrets and patents, or to determine the validity and scope of proprietary rights claimed by others. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect our business, financial condition, and results of operations. We operate in various international markets, including certain markets in which we have limited experience, and some of our brands continue to seek to increase their international scope. As a result, we face additional risks in connection with certain of our international operations. Operating internationally, particularly in countries in which we have limited experience, exposes us to a number of risks in addition to those otherwise described in this annual report, such as: • operational and compliance challenges caused by distance, language, and cultural differences; • difficulties in staffing and managing international operations; • differing levels of social and technological acceptance of our services or lack of acceptance of them generally; • differing and potentially adverse tax laws; • compliance challenges due to different laws and regulatory environments, particularly in the case of privacy, data security, intermediary or platform liability, and consumer protection; • competitive environments that favor local businesses or local knowledge of such environments; • limitations on the level of intellectual property protection; and • trade sanctions, political unrest, terrorism, war, and epidemics or the threat of any of these events ~~(such as COVID- 19)~~ . The occurrence of any or all of the events described above could adversely affect our international operations, which could in turn adversely affect our business, financial condition, and results of operations. We may experience operational and financial risks in connection with acquisitions. We have made acquisitions in the past, including our ~~acquisitions~~ **acquisition** of Hyperconnect in ~~June~~ 2021 ~~and The League in July 2022~~ , and continue to seek potential acquisition candidates. We may experience operational and financial risks in connection with historical and future acquisitions if we are unable to: • properly value prospective acquisitions, especially those with limited operating histories; • fully identify potential risks and liabilities associated with acquired businesses; • **accurately project the future financial condition and results of operations of acquired businesses; •** successfully integrate the operations ~~and accounting~~ , financial ~~controls, management information, technology, human resources~~ , and other administrative systems ~~,~~ of the acquired businesses with our existing operations and systems; • retain or hire senior management and other key personnel at acquired businesses; and • successfully support the acquired businesses in executing on strategic plans, including expansion into geographies where we have presence and experience. Furthermore, we may not be successful in addressing other challenges encountered in connection with our acquisitions and the anticipated benefits of one or more of our acquisitions may not be realized. In addition, such acquisitions can result in material diversion of management' s attention or other resources from our existing businesses. The occurrence of any of these events could have an adverse effect on our business, financial condition, and results of operations. We have incurred impairment charges related to our intangible assets in the past and may incur further impairment charges related to our goodwill and other intangible assets in the future, which have required us to, and in the future may again require us to, record a significant charge to earnings. We acquire other companies and intangible assets and may not realize all the economic benefit from those acquisitions, which could cause an impairment of goodwill or intangible assets. We assess goodwill and indefinite- lived intangible assets for impairment annually, or more frequently if an event occurs or there is a change in circumstances that indicates the carrying value may not be recoverable, including, but not limited to, a decline in our stock price and market capitalization, reduced future cash flow estimates, or slower growth rates in our industry. For example, in 2022, we recorded impairment charges related to Hyperconnect intangible assets that stemmed from a decline in long- term projections for the business since the acquisition in ~~June~~ 2021, including adverse foreign currency impacts in certain of Hyperconnect' s key markets, and the use of higher discount rates to value the assets. ~~There were also additional impairments in 2022 related to other more established trade names.~~ We may in the future be required to record additional significant charges in our consolidated financial statements during the period in which any impairment of our goodwill or intangible assets is determined, **which would** negatively ~~affecting~~ --- **affect** our results of operations. For further information, see " Note 5 — Goodwill and Intangible Assets " to the consolidated financial statements included in " Part II, Item 8 — Consolidated Financial Statements and Supplementary Data. " We are subject to litigation, and adverse outcomes in such litigation could have an adverse effect on our financial condition. We are, and from time to time may become, subject to litigation and various legal proceedings, including litigation and proceedings related to employment matters, intellectual property matters, **and** privacy and consumer protection laws, as well as stockholder derivative suits, class action lawsuits, mass arbitrations, and other matters ~~, that~~ **. Such litigation and proceedings may** involve claims for substantial amounts of money or for other relief, ~~results~~ - **result** in significant costs for legal representation, arbitration fees, or other legal or related services, or ~~that~~ might necessitate changes to our business or operations. The defense of these actions is time consuming and expensive. We evaluate these litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, we may establish reserves and / or disclose the relevant litigation claims or legal proceedings, as and when required or appropriate. These assessments and estimates are based on information available to management at the time of such assessment or estimation and involve a significant amount of judgment. As a result, actual outcomes or losses could differ materially from those envisioned by our current assessments and estimates. Our failure to successfully defend or settle any of these ~~litigations~~ - **litigation claims** or legal proceedings could result in liability that, to the extent not covered by our insurance, could have an adverse effect on our business, financial condition, and results of operations. See " Item 3 — Legal Proceedings. " Our operations are subject to ~~the effects of high rates of inflation and~~ volatile global economic conditions **, particularly those that adversely impact consumer confidence and spending behavior** . ~~The~~ **Adverse macroeconomic conditions, including lower consumer confidence, changes to fiscal and monetary policy, the availability and cost of credit, and weakness in the economies in which we and our users are located, have adversely affected and may continue to adversely affect our business, financial condition, and results of operations. In recent years, the** United States, Europe and other key global markets have ~~recently~~ experienced historically high levels of inflation, which have impacted, among other things, employee compensation expenses. If inflation rates **rise again or** continue to remain historically high or ~~if~~ **further increase in those locations where inflation** rates **remain elevated** ~~increase any further~~ , it will likely ~~further~~ affect our expenses, and ~~it~~ may reduce consumer discretionary spending, which could affect the buying power of our users and lead to a reduced demand for our services, particularly for à la carte features or at brands that serve consumers with less discretionary income. **Other events and trends that could result in decreased levels of consumer confidence and discretionary spending include a general economic downturn, recessionary concerns, high unemployment levels, and increased interest rates, as well as any sudden disruption in business conditions.** Additionally, geopolitical developments, such as ~~the war~~ **wars** in Ukraine **and the Middle East** , tensions with China, climate change, and the responses by central banking authorities to control inflation, can increase levels of political and economic unpredictability globally and increase the volatility of global financial markets ~~. Adverse macroeconomic conditions, including lower consumer confidence, slower growth or recession, changes to fiscal and monetary policy, inflation, higher interest rates, the availability and cost of credit, and the strength of the economies in which we and our users are located, have adversely affected and may continue to adversely affect our business, financial condition, and results of operations~~ . Risks relating to our indebtedness Our indebtedness may affect our ability to operate our business, which could have a material adverse effect on our financial condition and results of operations. We and our subsidiaries may incur additional indebtedness, including secured indebtedness. As of December 31, ~~2022~~ **2023** , we had total debt outstanding of approximately $ 3. 9 billion and borrowing availability of $ 749. 6 million under our revolving credit facility. Our indebtedness could have important consequences, such as: • limiting our ability to obtain additional financing to fund working capital needs, acquisitions, capital expenditures, or other debt service requirements or for other purposes; • limiting our ability to use operating cash flow to pursue acquisitions or invest in other areas, such as developing new brands, services, or exploiting business opportunities; • restricting our business operations due to financial and operating covenants in the agreements governing our and certain of our subsidiaries' existing and future indebtedness, including certain covenants that restrict the ability of our subsidiaries to pay dividends or make other distributions to us; and • exposing us to potential events of default (if not cured or waived) under financial and operating covenants contained in our or our subsidiaries' debt instruments that could have a material adverse effect on our business, financial condition **,** and operating results. Although the terms of our credit agreement and the indentures related to our senior notes contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and additional indebtedness incurred in compliance with these restrictions could be significant. If new debt is added to our and our subsidiaries' current debt levels, the risks described above could increase **. Further, as financial markets have become more costly to access due to increased interest rates or other changes in economic conditions, our ability to raise additional capital may be negatively impacted, and any refinancing or restructuring could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations** . We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness that may not be successful. Our ability to satisfy our debt obligations will depend upon, among other things: • our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory, and other factors, many of which are beyond our control; and • our future ability to borrow under our revolving credit facility, the availability of which will depend on, among other things, our complying with the covenants in the then- existing agreements governing our indebtedness. There can be no assurance that our business will generate sufficient cash flow from operations, or that we will be able to draw under our revolving credit facility or otherwise, in an amount sufficient to fund our liquidity needs. If our cash flows and capital resources are insufficient to service our indebtedness, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital, or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt agreements may restrict us from adopting some of these alternatives. Variable rate indebtedness that we have incurred or may incur under our credit agreement will subject us to interest rate risk, which could cause our debt service obligations to increase significantly. We currently have $ 425 million of indebtedness outstanding under our term loan and no outstanding borrowings under our revolving credit agreement. Borrowings under **the** term loan are, and any borrowings under the revolving credit facility will be, at variable rates of interest. Indebtedness that bears interest at variable rates exposes us to interest rate risk. See " Item 7A — Quantitative and Qualitative Disclosures About Market Risk — Interest Rate Risk. " Exchange of ~~the~~ **our outstanding** exchangeable notes may dilute the ownership interests of existing stockholders or may otherwise depress the price of our common stock. We are obligated as a guarantor under the indentures relating to the **outstanding** exchangeable notes **issued by certain of our subsidiaries** . The exchange of some or all of the exchangeable notes may dilute the ownership interests of our stockholders to the extent we deliver shares of our common stock upon exchange. While **outstanding hedges relating to** the exchangeable ~~note~~ **notes** ~~hedges~~ are expected to reduce the potential dilutive effect on our common stock upon any exchange and / or offset any cash payment the issuers of the exchangeable notes would be required to make in excess of the principal amount of the exchanged notes, ~~the~~ **outstanding** warrants **relating to the exchangeable notes** have a dilutive effect to the extent that the market price per share of our common stock exceeds the strike price of the warrants. Any sales in the public market of our common stock issuable upon ~~such~~ exchange **of any exchangeable notes** could adversely affect prevailing market prices of our common stock. In addition, the existence of the exchangeable notes may encourage short selling of our common stock by market participants because the exchange of the exchangeable notes could be used to satisfy short positions. In addition, the anticipated exchange of the exchangeable notes could depress the price of our common stock. Risks relating to the Separation ~~We may be unable to achieve some or all of the benefits that we expect to achieve through the Separation. We believe that the intended strategic and financial benefits of the Separation should be achieved. However, there can be no assurance of this or that we will be able to attract transaction partners using our capital stock as acquisition currency and that analysts and investors will regard our new corporate structure as more clear and simple than our former corporate structure.~~ If the transactions effected in connection with the Separation were to fail to qualify as generally tax- free for U. S. federal income tax purposes, we and our stockholders could suffer material adverse consequences **. On June 30, 2020, the companies formerly known as Match Group, Inc. (referred to as " Former Match Group ") and IAC / InterActiveCorp (referred to as " Former IAC ") completed the separation of the Company from IAC through a series of transactions that resulted in two, separate public companies — (1) Match Group, which consists of the businesses of Former Match Group and certain financing subsidiaries previously owned by Former IAC, and (2) IAC / InterActiveCorp, formerly known as IAC Holdings, Inc. (" IAC "), consisting of Former IAC' s businesses other than Match Group (the " Separation ")** . Following the completion of the Separation and the merger of Former Match Group into a wholly- owned subsidiary (" Merger Sub ") of Former IAC (the " Merger "), Former Match Group' s successor became a wholly- owned subsidiary of Match Group and most of Former IAC' s existing other subsidiaries came to be held under a separate public company. Former IAC and IAC received opinions from outside counsel that the Separation and related transactions taken together, and the Merger, were tax- free for U. S. federal income tax purposes. These opinions were based upon and rely on various facts and assumptions, as well as certain representations and undertakings of Former IAC, Former Match Group, IAC, and Match Group, including relating to the past and future conduct of Former IAC, Former Match Group, IAC, and Match Group. If any of these representations or undertakings is, or becomes, inaccurate or incomplete, or if any of the representations or covenants contained in any of the transaction- related agreements or in any document relating to the opinions of counsel is, or becomes, inaccurate or is not complied with by Former IAC, Former Match Group, IAC, Match Group, or any of their respective subsidiaries, the opinions of counsel may be invalid and the conclusions reached therein could be jeopardized. Notwithstanding receipt of the opinions of counsel regarding the transactions, the U. S. Internal Revenue Service (" IRS ") could determine that some or all of the transactions effected in connection with the Separation should be treated as taxable for U. S. federal income tax purposes if it determines that any of the representations, assumptions, or undertakings upon which the opinions of counsel were based are inaccurate or have not been complied with. Moreover, even if the foregoing representations, assumptions, or undertakings are accurate and have been complied with, the opinions of counsel merely represent the judgment of such counsel and are not binding on the IRS or any court, and the IRS or a court may disagree with the conclusions in the opinions of counsel. Accordingly, there can be no assurance that the IRS will not assert that the transactions effected in connection with the Separation do not qualify for tax- free treatment for U. S. federal income tax purposes or that a court would not sustain such a challenge. In the event the IRS were to prevail with such a challenge, parties to the Separation, including Match Group could be subject to tax with respect to the Separation. For example, if the transactions effected in connection with the Separation were to fail to qualify as a transaction that is generally tax- free for U. S. federal income tax purposes under Sections 355 and 368 (a) (1) (D) of the Internal Revenue Code of 1986 (as amended, the " Code "), in general, for U. S. federal income tax purposes, we would recognize a taxable gain as if the distribution of New IAC stock in connection with the Separation had been sold in a taxable sale for its fair market value. Even if the transactions effected in connection with the Separation were to otherwise qualify as a tax- free transaction under Sections 355 and 368 (a) (1) (D) of the Code, taxable gain may be triggered under Section 355 (e) of the Code if the transactions effected in connection with the Separation were, or later transactions are, deemed to be part of a plan (or series of related transactions) pursuant to which one or more persons acquire, directly or indirectly, shares representing a 50 percent or greater interest (by vote or value) in us or IAC. For this purpose, any acquisitions of (i) Former IAC stock or Former Match Group stock before the Separation or (ii) IAC stock or Match Group stock within the period beginning two years before the Separation and ending two years after the Separation are presumed to be part of such a plan, although we or IAC may be able to rebut that presumption. In addition to potential tax liabilities relating to Former Match Group, we and our subsidiaries could be liable to satisfy any tax liabilities relating to Former IAC or IAC with respect to the Separation if their tax- free treatment for U. S. federal income tax purposes were successfully challenged by the IRS. While, in some cases, IAC may be obligated under **certain** ~~the Tax Matters Agreement~~ **agreements** to indemnify us for some or all of such taxes, even in those cases, there is no assurance that they will in fact indemnify us. In addition, if the Merger were determined to be taxable for U. S. federal income tax purposes, we would be subject to tax on the transfer of the assets of Former Match to Merger Sub. If we or our subsidiaries were required to pay taxes imposed on us with respect to the Separation, our cash flows would be adversely affected. ~~Actual~~ **Risks relating to ownership of** ~~or~~ **our** ~~potential conflicts of interest may develop between our management and directors, on the one hand, and the management and directors of IAC, on the other hand. Certain of our directors and executive officers and directors of IAC own both Match Group~~ common stock ~~and IAC~~ **You may experience dilution due to the issuance of additional securities in the future. Our dilutive securities consist of vested options to purchase shares of our** common stock **, restricted stock unit awards, equity awards denominated in the equity of our non- public subsidiaries but settleable in shares of our common stock, the exchangeable notes, and the exchangeable note warrants** . ~~This ownership overlap~~ **These dilutive securities are reflected in our dilutive earnings per share calculation contained in our financial statements for fiscal years ended December 31, 2023, 2022, and 2021. For more information, see " Note 10 — Earnings per Share " to the consolidated financial statements included in " Part II, Item 8 — Consolidated Financial Statements and Supplementary Data. " Intra- quarter movements in our stock price** could ~~create,~~ **lead to more or less dilution than reflected in these calculations. We do not plan to declare any regular cash dividends in the foreseeable future. We have no current plans to pay cash dividends on** ~~or~~ **our** ~~appear to create~~ **common stock. Instead** , ~~potential conflicts~~ **we anticipate that all** of ~~interest when Match Group' s directors~~ **our future earnings will be retained to support our operations, to finance the growth** and ~~IAC' s executive officers~~ **development of our business,** and ~~directors face decisions~~ **to fund our share repurchase program. We are not obligated to pay dividends on our common stock. Consequently, investors may need to rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Provisions in our certificate of incorporation and bylaws or Delaware law may discourage, delay, or prevent a change of control of our company or changes in our management and, therefore, depress the trading price of our common stock. Delaware corporate law and our certificate of incorporation and bylaws contain provisions** that could ~~have different implications~~ **discourage, delay, or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous, including provisions which: • authorize the issuance of " blank check " preferred stock that our board of directors could issue to increase the number of outstanding shares and to discourage a takeover attempt; • establish a classified board of directors, as a result of which our board is divided into three classes, with each class serving** for ~~Match Group~~ **staggered three- year terms, which prevents stockholders from electing** ~~and~~ - **an** ~~IAC.~~ **entirely new board of directors at an annual meeting; • prohibit stockholder action by written consent, thereby requiring all actions to be taken at a meeting of the stockholders; • eliminate the ability of our stockholders to call special meetings of stockholders; • provide that certain litigation against us can be brought only in Delaware (subject to certain exceptions); and • provide that the board of directors is expressly authorized to make, alter,** ~~For~~ - **or** ~~example, potential conflicts~~ **repeal our bylaws. Any provision** of ~~interest~~ **our certificate of incorporation, our bylaws, or Delaware law that has the effect of delaying or deterring a change in control** could ~~arise in connection with~~ **limit the opportunity for our stockholders to receive a premium for** ~~the~~ **their** ~~resolution~~ **shares** of **our common stock,** ~~any dispute between Match Group~~ and ~~IAC regarding the terms of the agreements governing the Separation and the relationship between Match Group and IAC thereafter. Potential conflicts of interest~~ could also **affect** ~~arise if Match Group and IAC enter into any commercial arrangements in~~ the **price** ~~future. In addition, Alan G. Spoon serves as a director of each of Match Group and IAC. The fact~~ that **some investors are willing** ~~Mr. Spoon holds positions with both Match Group and IAC could create, or appear~~ to **pay** ~~create, potential conflicts of interest~~ for **our common stock** ~~him when facing decisions that may affect both Match Group and IAC, and he also faces conflicts of interest with regard to the allocation of his time between Match Group and IAC~~ . Our certificate of incorporation could prevent us from benefiting from corporate opportunities that might otherwise have been available to us. Our certificate of incorporation includes a " corporate opportunity " provision in which Match Group and its affiliates renounce any interests or expectancy in corporate opportunities which become known to any of Match Group' s directors or officers who are also officers or directors of IAC. Generally, Match Group' s officers or directors who are also IAC' s officers or directors will not be liable to Match Group or its stockholders for breach of any fiduciary duty because such person fails to communicate or offer to Match Group a corporate opportunity that has been communicated or offered to IAC, that may also be a corporate opportunity of Match Group or because such person communicates or offers to IAC any corporate opportunity that may also be a corporate opportunity of Match Group. In order for any Match Group director or officer who is also an IAC director or officer not to be liable to Match Group or its stockholders, such opportunity cannot become known to the officer or director in his or her capacity as a Match Group director or officer and cannot be presented to any party other than IAC. In addition, such officer or director cannot pursue such **an** opportunity in his or her individual capacity. The corporate opportunity provision may exacerbate conflicts of interest between Match Group and IAC because the provision effectively permits any of Match Group' s directors or officers who also serve as an officer or director of IAC to choose to direct a corporate opportunity to IAC instead of to Match Group. ~~Risks relating to ownership of our common stock You may experience dilution due to the issuance of additional securities in the future. Our dilutive securities consist of vested and unvested options to purchase shares of our common stock, restricted stock unit awards, equity awards denominated in the equity of our non- public subsidiaries but settleable in shares of our common stock, the exchangeable notes, and the exchangeable note warrants. These dilutive securities are reflected in our dilutive earnings per share calculation contained in our financial statements for fiscal years ended December 31, 2022, 2021, and 2020. For more information, see " Note 10 — Earnings per Share " to the consolidated financial statements included in " Part II, Item 8 — Consolidated Financial Statements and Supplementary Data. " Intra- quarter movements in our stock price, could lead to more or less dilution than reflected in these calculations. We do not expect to declare any regular cash dividends in the foreseeable future. We have no current plans to pay cash dividends on our common stock. Instead, we anticipate that all of our future earnings will be retained to support our operations, to finance the growth and development of our business, and to fund our share repurchase program. We are not obligated to pay dividends on our common stock. Consequently, investors may need to rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking regular cash dividends should not purchase our common stock. Provisions in our certificate of incorporation and bylaws or Delaware law may discourage, delay, or prevent a change of control of our company or changes in our management and, therefore, depress the trading price of our common stock. Delaware corporate law and our certificate of incorporation and bylaws contain provisions that could discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous, including provisions which: • authorize the issuance of " blank check " preferred stock that our board of directors could issue to increase the number of outstanding shares and to discourage a takeover attempt; • establish a classified board of directors, as a result of which our board is divided into three classes, with each class serving for staggered three- year terms, which prevents stockholders from electing an entirely new board of directors at an annual meeting; • prohibit stockholder action by written consent, thereby requiring all actions to be taken at a meeting of the stockholders; • eliminate the ability of our stockholders to call special meetings of stockholders; • provide that certain litigation against us can be brought only in Delaware (subject to certain exceptions); and • provide that the board of directors is expressly authorized to make, alter, or repeal our bylaws. Any provision of our certificate of incorporation, our bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.~~