

Tree.com, Inc.  
Form 8-K  
December 31, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 29, 2014

Tree.com, Inc.  
(Exact name of registrant as specified in charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-34063<br>(Commission<br>File Number) | 26-2414818<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|   |                     |
|---|---------------------|
| 11115 Rushmore Drive, Charlotte, NC<br>(Address of principal executive offices) | 28277<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (704) 541-5351

Tree.com, Inc.  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Years.

On December 29, 2014, we filed with the Secretary of State of the State of Delaware a Certificate of Amendment to our Amended and Restated Certificate of Incorporation to change our corporate name from Tree.com, Inc. to LendingTree, Inc., effective January 1, 2015. A copy of the Certificate of Amendment of Amended and Restated Certificate of Incorporation is attached as Exhibit 3.1 hereto and incorporated by reference.

In connection with our name change, our board of directors amended our by-laws to reflect the corporate name LendingTree, Inc., also effective on January 1, 2015. No other changes were made to our by-laws. A copy of the Third Amended and Restated By-laws reflecting this amendment is attached as Exhibit 3.2 hereto and incorporated by reference.

Our common stock will continue to trade on the NASDAQ Stock Market under the ticker symbol "TREE". Outstanding stock certificates for shares of the Company are not affected by the name change; they continue to be valid and need not be exchanged.

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Exhibit Description |
|-------------|---------------------|
|-------------|---------------------|

(d) Exhibits

|     |  |
|-----|--|
| 3.1 | Certificate of Amendment of Amended and Restated Certificate of Incorporation. |
| 3.2 | Third Amended and Restated By-laws of LendingTree, Inc.                        |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 31, 2014

TREE.COM, INC.

By: /s/ Katharine F. Pierce  
Katharine F. Pierce  
Senior Vice President, General Counsel  
& Corporate Secretary