SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A
(Amendment No. 1)
Under the Securities Exchange Act of 1934

VIMEO, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE $0.01 PER SHARE
(Title of Class of Securities)

92719V 100
(CUSIP Number)

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(212) 403-1000
(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

November 12, 2021
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. ☐

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).
1 Name of Reporting Person
BARRY DILLER

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)
Not Applicable

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □

6 Citizenship or Place of Organization
United States

7 Sole Voting Power
0

8 Shared Voting Power
11,527,867; see Item 5

9 Sole Dispositive Power
11,525,090; see Item 5

10 Shared Dispositive Power
2,777; see Item 5

11 Aggregate Amount Beneficially Owned by Each Reporting Person
11,527,867; see Item 5

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): □

13 Percent of Class Represented by Amount in Row (11)
6.9%
Assumes conversion of all shares of Class B Common Stock beneficially owned by Mr. Diller into shares of Common Stock on a one-for-one basis and the exercise of stock options to purchase 1,623,500 shares of Common Stock. Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, Mr. Diller may be deemed to beneficially own equity securities of the Company representing approximately 38.2% of the total number of votes of all classes of common stock of the Company, based on 9,399,250 shares of Class B Common Stock and 155,894,179 shares of Common Stock outstanding as of October 29, 2021, as set forth in the Company’s Quarterly Report on Form 10-Q filed on November 5, 2021. See Item 5.

14 Type of Reporting Person (See Instructions)
IN
Statement of
BARRY DILLER

Pursuant to Section 13(d) of the Securities Exchange Act of 1934 in respect of

VIMEO, INC.

This Report on Schedule 13D relates to the common stock of Vimeo, Inc. ("Vimeo" or the "Company"). The Report on Schedule 13D, originally filed with the Commission by Mr. Diller on June 4, 2021 (as so amended, the "Diller Schedule 13D"), is hereby amended and supplemented to include the information set forth herein. This amended statement on Schedule 13D/A constitutes Amendment No. 1 to the Diller Schedule 13D. Capitalized terms not defined herein have the meanings given to such terms in the Diller Schedule 13D.

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

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

The information contained in Item 5 below is incorporated by reference in this Item 3.


The information contained in Item 5 of the Diller Schedule 13D is hereby amended to read in its entirety as follows:

(a) Except as otherwise described below with respect to an agreement relating to the election of Joseph M. Levin (the Chairman of the Board of Directors of Vimeo and the Chief Executive Officer of IAC) as a director of Vimeo and certain other matters, as of the date of this Report, Mr. Diller beneficially owns: (i) 502,340 shares of Common Stock and 9,399,250 shares of Common Stock underlying Class B Common Stock held directly and/or through The Arrow 1999 Trust, dated September 16, 1999, as amended and/or restated (the “Arrow Trust”), over which Mr. Diller has sole investment and voting power, (ii) 1,623,500 shares of Common Stock underlying vested Vimeo stock options, over which Mr. Diller has sole investment and voting power, and (iii) 2,777 shares of Common Stock held by a family foundation, as to which Mr. Diller has shared voting and investment power and as to which Mr. Diller disclaims beneficial ownership.

As more fully described in Item 6 of the Diller Schedule 13D, on June 4, 2021, Mr. Diller entered into a voting agreement governing the voting of the shares of Common Stock and Class B Common Stock described immediately above (other than the shares held by the family foundation) on certain matters. As a result of such agreement, Mr. Levin may be deemed to share voting power over such shares of Common Stock and Class B Common Stock.
Assuming the conversion of all of the shares of Class B Common Stock beneficially owned by Mr. Diller into Common Stock and the exercise of stock options to purchase 1,623,500 shares of Common Stock (even if out-of-the-money), Mr. Diller would beneficially own approximately 6.9% of the outstanding Common Stock (calculated in accordance with Rule 13d-3). Because each share of Class B Common Stock generally is entitled to ten votes per share and each share of Common Stock is entitled to one vote per share, Mr. Diller has sole investment power and Mr. Diller has voting power (shared with Mr. Levin in certain circumstances, as described in Item 6) over equity securities of the Company (including shares underlying vested stock options, even if out-of-the-money) representing approximately 38.2% of the total number of votes of all classes of common stock of the Company. All percentage ownership information in this paragraph is based on 9,399,250 shares of Class B Common Stock and 155,894,179 shares of Common Stock outstanding as of October 29, 2021, as set forth in the Company’s Quarterly Report on Form 10-Q filed on November 5, 2021.

(b) The information contained in Item 5(a) of this Report on Schedule 13D/A is hereby incorporated by reference herein.

(c) On November 12, 2021, in connection with the long-term estate planning of Mr. Diller and his family, (i) trusts for the benefit of certain members of Mr. Diller’s family (the “Descendants Trusts”) transferred 221,949 shares of Common Stock and 5,994,667 shares of Class B Common Stock to the Arrow Trust and the Arrow Trust transferred 1,094,412 shares of Class B common stock of IAC/InterActiveCorp. (“IAC”) to the Descendant’s Trusts and (ii) a trust for the benefit of certain of Mr. Diller’s family members (the “TALT Trust”) transferred 724,167 shares of Class B Common Stock to the Arrow Trust and the Arrow Trust transferred 127,486 shares of Class B common stock of IAC to the TALT Trust. The above transfers do not represent any increase or decrease to the aggregate number of shares of Common Stock and Class B Common Stock of the Company or IAC owned by the Diller Family.

(d) Except as described herein, no person other than Mr. Diller has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock beneficially owned by Mr. Diller.

(e) Not applicable.
After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 16, 2021

/s/ Barry Diller
Barry Diller