

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>LEVIN JOSEPH</u> (Last) (First) (Middle) <u>C/O VIMEO, INC.</u> <u>555 WEST 18TH STREET</u> (Street) <u>NEW YORK NY 10011</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vimeo, Inc. [VMEO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/25/2021		A		4,870,500 ⁽¹⁾⁽²⁾	A	\$0.00	4,870,500	D	
Common Stock	05/25/2021		A		143,161 ⁽³⁾	A	\$0.00	5,013,661	D	
Common Stock	05/25/2021		A		323,779 ⁽³⁾	A	\$0.00	323,779	I	Held through grantor retained annuity trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$4.1764	05/25/2021		A ⁽⁴⁾⁽⁵⁾		162,350		05/25/2021	08/01/2024	Common Stock, par value \$0.01	162,350	\$0	162,350	D	
Option to Purchase Common Stock	\$4.8668	05/25/2021		A ⁽⁴⁾⁽⁵⁾		324,700		05/25/2021	06/24/2025	Common Stock, par value \$0.01	324,700	\$0	324,700	D	
Option to Purchase Common Stock	\$4.8668	05/25/2021		A ⁽⁴⁾⁽⁵⁾		324,700		05/25/2021	02/10/2026	Common Stock, par value \$0.01	324,700	\$0	324,700	D	
Option to Purchase Common Stock	\$2.543	05/25/2021		A ⁽⁴⁾⁽⁵⁾		324,700		05/25/2021	02/14/2027	Common Stock, par value \$0.01	324,700	\$0	324,700	D	
Option to Purchase Common Stock	\$4.7874	05/25/2021		A ⁽⁴⁾⁽⁵⁾		487,050		05/25/2021	06/24/2025	Common Stock, par value \$0.01	487,050	\$0	487,050	D	

Explanation of Responses:

- On November 5, 2020, Mr. Levin received a Restricted Stock award from IAC/InterActiveCorp ("IAC") covering 3,000,000 shares of IAC common stock. In connection with the spin-off of the Issuer from IAC (the "Spin-off"), Mr. Levin received in respect of each share of IAC restricted common stock that he holds 1.6235 shares of the Issuer's restricted common stock. The restricted stock award will cliff vest on the ten-year anniversary of the grant date, subject to continued employment through such date and satisfaction of specified stock price performance goals.
- Some or all of the shares of Issuer common stock covered by the award may vest earlier than the ten-year anniversary upon a qualifying termination of employment, a change in control of Issuer or an election to measure performance on an earlier date beginning on the sixth anniversary of the grant date. Mr. Levin will have the right to vote such shares of Issuer common stock during the restricted period and will be entitled to receive ordinary cash dividends on the shares during the restricted period only to the extent that the stock price performance goals have been met as of the dividend record date.
- Represents shares of Issuer common stock that Mr. Levin received in connection with the completion of the Spin-off, as a result of shares of IAC common stock held by Mr. Levin prior to the Spin-off. In connection with the Spin-off, each share of IAC par value \$0.001 common stock was reclassified into (i) one share of IAC par value \$0.0001 common stock and (ii) 1/100th of a share of IAC par value \$0.01 Series 1 mandatorily exchangeable preferred stock that was then automatically exchanged into 1.6235 shares of Issuer common stock (with holders receiving cash in lieu of any fractional shares of Issuer common stock resulting, after aggregation, from the reclassification).
- Pursuant to the terms of the Employee Matters Agreement, dated as of May 25, 2021 (the "EMA"), and among the Issuer and IAC and in connection with the Spin-off, each option to purchase shares of IAC common stock that was outstanding as of immediately prior to the effective time of the Spin-off was automatically converted into (i) an option to purchase shares of common stock of IAC and (ii) an option to purchase shares of the Issuer's common stock, with adjustments to the number of shares subject to each option and the option exercise prices based on (x) the value of IAC common stock prior to the Spin-off and (y) the value of IAC common stock and the value of the Issuer's common stock after giving effect to the Spin-off.
- Except as otherwise described herein and except to the extent otherwise provided under local law, the converted options generally have the same terms and conditions, including the same exercise periods, as the options to purchase shares of IAC common stock had immediately prior to the Spin-off. Following the Spin-off, solely for purposes of determining the expiration of options with respect to shares of common stock of one company held by employees of the other company, IAC and Issuer employees will be deemed employed by both companies for so long as they continue to be employed by whichever of the companies employed them immediately following the Spin-off.

/s/ Jessica Tracy, Attorney-in- 05/27/2021
Fact for Joseph Levin

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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