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INFOSPACE INC
Form SC TO-I/A
January 29, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 2

To
SCHEDULE TO
(Rule 13e-4)
Tender Offer Statement Under Section 14(d) (1) or 13(e) (1)
of the Securities Exchange Act of 1934

INFOSPACE, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.0001 Per Share, Having
an Exercise Price of \$10.00 or More Per Share
(Title of Class of Securities)

45678T 10 2
(CUSIP Number of Class of Securities) (Underlying Common Stock)

John M. Hall, Esq.
Senior Vice President and General Counsel
InfoSpace, Inc.
601 108/th/ Avenue, N.E., Suite 1200
Bellevue, Washington 98004
(425) 201-6100
(Name, address and telephone number of person authorized to receive notices and
communications on behalf of filing person)

Copies to:

Jeffrey D. Saper, Esq.	Patrick J. Schultheis, Esq.
Jack Helfand, Esq.	Drew G. Markham, Esq.
Wilson Sonsini Goodrich & Rosati	Wilson Sonsini Goodrich & Rosati
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650 Page Mill Road	5300 Carillon Point
Palo Alto, California 94304	Kirkland, Washington 98033
(650) 493-9300	(425) 576-5800

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CALCULATION OF FILING FEE

Transaction Valuation* Amount of Filing Fee

 \$8,042,650 \$1,608.53

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 14,337,514 shares of common stock of InfoSpace, Inc. having an aggregate value of \$8,042,650 as of January 14, 2002 will be exchanged pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,608.53 Filing Party: InfoSpace, Inc.
Form or Registration No.: Schedule TO Date Filed: January 15, 2002

[] Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

[] third party tender offer subject to Rule 14d-1.

[X] issuer tender offer subject to Rule 13e-4.

[] going-private transaction subject to Rule 13e-3.

[] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. []

This Amendment No. 2 to the Tender Offer Statement on Schedule TO filed by InfoSpace, Inc. with the Securities and Exchange Commission on January 15, 2002 (the "Schedule TO"), relates to our offer to eligible employees to exchange options to purchase shares of our common stock granted under our various stock

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option plans for options to purchase shares of our common stock under our Restated 1996 Flexible Stock Incentive Plan upon the terms and subject to the conditions described in the Offer to Exchange dated January 15, 2002, and the related memorandum from Naveen Jain dated January 15, 2002, the Election Form, and the Notice to Change Election From Accept to Reject (which together constitute the "Offer").

The Offer to Exchange, attached to the Schedule TO as Exhibit (a)(1), is hereby amended and restated to include the following revision: Section 7 is amended to clarify by way of example those changes that would allow amendment or termination of the Offer by InfoSpace.

This Amendment No. 2 is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(3) promulgated under the Securities Exchange Act of 1934, as amended.

Item 2. Subject Company Information.

(a) The name of the issuer is InfoSpace, Inc., a Delaware corporation (the "Company"), and the address of its principal executive office is 601 108th Avenue N.E., Suite 1200, Bellevue, Washington 98004, (425) 201-6100. The information set forth in the Offer under the caption "The Offer--Information Concerning InfoSpace" is incorporated herein by reference.

(b) This Tender Offer Statement on Schedule TO relates to an offer by the Company to exchange options having an exercise price of \$10.00 or more per share (the "Eligible Options") to purchase shares of the Company's common stock, par value \$0.0001 per share, that are outstanding under the Company's Restated 1996 Flexible Stock Incentive Plan (the "1996 Plan"), the Go2Net Inc. 1996 Stock Option Plan, the Go2Net Inc. 2000 Stock Option Plan, the Silicon Investor, Inc. 1996 Stock Plan, the WEB 21 Stock Option Plan, the Authorize Net Corporation 1999 Stock Incentive Plan, the IQC Corporation Option to Purchase Common Stock, the SaveSmart, Inc. 1997 Equity Incentive Plan, the Saraide.com Inc. 1998 Equity Incentive Plan, the InfoSpace, Inc. and Saraide Inc. 2000 Stock Plan and the INEX Corporation Share Option Plan regardless of when granted or whether vested or unvested and held by certain current full-time (40 hours or more per week) United States based employees of the Company and its U.S. subsidiaries for new options that will be granted under the 1996 Plan (the "New Options"), upon the terms and subject to the conditions described in the Offer to Exchange, the related memorandum from Naveen Jain dated January 15, 2002, attached hereto as Exhibit (a)(2), the Exchange Offer Summary Statement attached hereto as Exhibit (a)(3), the Election Form attached hereto as Exhibit (a)(4) and the Notice to Change Election From Accept to Reject attached hereto as Exhibit (a)(5) (together, as they may be amended or supplemented from time to time, the "Offer"). As of January 11, 2002, the total number of shares of common stock underlying the Eligible Options is 14,337,514, all of which are held by current employees eligible to participate in the Offer.

The information set forth in the Offer to Exchange under the caption "Summary Term Sheet," and the sections under the caption "The Offer" entitled

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"Number of Options; Expiration Date," "Acceptance of Options for Exchange and Issuance of new Options," "Source and Amount of Consideration" and "Terms of New Options" is incorporated herein by reference.

(c) The information set forth in the Offer to Exchange under the caption "The Offer--Price Range of Shares Underlying the Options" is incorporated herein by reference.

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Item 12. Exhibits.

- (a) (1) Offer to Exchange, dated January 15, 2002.
- (2) Memorandum from Naveen Jain to InfoSpace's Employees dated January 15, 2002.*
- (3) Form of Exchange Offer Summary Statement.*
- (4) Form of Election Form.*
- (5) Form of Notice to Change Election From Accept to Reject.*
- (6) Stock Option Exchange Offer; Frequently Asked Questions.*
- (7) Form of E-Mail Reminder to Employees.*
- (8) Form of Promise to Grant Stock Option.*
- (9) Power Point Presentation of Offer to Exchange.*
- (10) InfoSpace, Inc. Annual Report on Form 10-K for its fiscal year ended December 31, 2000, with the Securities and Exchange Commission on April 2, 2001, and incorporated herein by reference.
- (11) InfoSpace, Inc. Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2001, filed with the Securities and Exchange Commission on May 15, 2001, and incorporated herein by reference.
- (12) InfoSpace, Inc. Quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2001, with the Securities and Exchange Commission on August 13, 2001, and incorporated herein by reference.
- (13) InfoSpace, Inc. Quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 2001, filed with the Securities and Exchange Commission on November 9, 2001, and incorporated herein by reference.
- (14) E-Mail Announcement to Employees.*
- (b) Not applicable
- (d) (1) Form of InfoSpace, Inc. Restated 1996 Flexible Stock Incentive Plan Nonqualified Stock Option Letter Agreement.*
- (2) InfoSpace, Inc. and Saraide Inc. 2000 Stock Plan, which is incorporated herein by reference.

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the Registration Statement on Form S-1 (No. 333-93167) filed by the Company on July 12, 2000.

- (3) Go2Net, Inc. 2000 Stock Option Plan, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-47874) filed by the Company on October 13, 2000.
- (4) Go2Net, Inc. 1996 Stock Option Plan, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-47874) filed by the Company on October 13, 2000.
- (5) Silicon Investor, Inc. 1996 Stock Plan, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-47874) filed by the Company on October 13, 2000.
- (6) WEB21 Stock Option Plan, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-47874) filed by the Company on October 13, 2000.
- (7) Authorize.Net Corporation 1999 Stock Incentive Plan, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-47874) filed by the Company on October 13, 2000.

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- (8) IQC Corporation Option to Purchase Common Stock, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-47874) filed by the Company on October 13, 2000.
- (9) SaveSmart, Inc. 1997 Equity Incentive Plan, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-37252) filed by the Company on May 17, 2000.
- (10) Saraide.com Inc. 1998 Equity Incentive Plan, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-37252) filed by the Company on May 17, 2000.
- (11) INEX Corporation Share Option Plan, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-90815) filed by the Company on November 19, 1999.
- (12) InfoSpace, Inc. Restated 1996 Flexible Stock Incentive Plan, which is incorporated herein by reference to the Registration Statement on Form S-8 (No. 333-81593) filed by the Company on June 25, 1999.

(g) Not applicable.

(h) Not applicable.

* Previously Filed.

Item 13. Information Required by Schedule 13E-3.

(a) Not applicable.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

INFOSPACE, INC.

/s/ EDMUND O. BELSHEIM

Edmund O. Belsheim
President and Chief Operating Officer

Date: January 28, 2002

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INDEX TO EXHIBITS

Exhibit
Number

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