

INFOSPACE INC
Form 10-K/A
May 30, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 0-25131

INFOSPACE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

91-1718107

(IRS Employer
Identification No.)

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601 108th Avenue NE, Suite 1200, Bellevue, Washington 98004

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code:

(425) 201-6100

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.0001 per share

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant, based upon the closing price of Common Stock on June 30, 2002 as reported by Nasdaq, was approximately \$98.9 million. Shares of voting stock held by each officer and director and by each person who owns 5% or more of the outstanding voting stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 28, 2003, 31,145,717 shares of the registrant's Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

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Part III incorporates certain information by reference from the definitive proxy statement, as amended and supplemented, for the Annual Meeting of Stockholders held on May 20, 2003 (the Proxy Statement).

EXPLANATORY NOTE

This Annual Report on Form 10-K/A is being filed as Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2002. This Form 10-K/A is filed with the Securities and Exchange Commission solely for the purpose of restating our summary compensation table to correct certain clerical errors. This Form 10-K/A does not otherwise change or update the disclosures set forth in the Form 10-K as originally filed and does not otherwise reflect events occurring after the filing of the Form 10-K.

PART III

ITEM 11. Executive Compensation

Compensation of Executive Officers

The following table sets forth information concerning the compensation we paid to our most highly compensated executive officers during 2002:

Summary Compensation Table

Name and Principal Position	Fiscal Year	Annual Compensation		Long-Term Compensation Awards		
		Salary	Bonus	Restricted Stock Award(s) (\$)	Securities Underlying Options(#)	All Other Compensation
James F. Voelker(1) Chairman, Chief Executive Officer and former President	2002	\$ 10,769			605,500	
Naveen Jain(2) Former Chairman and Chief Executive Officer	2002	\$ 273,250	\$ 41,340		200,000	\$ 107,043(3)
	2001	250,000			610,000	670,927(4)
	2000	250,000				
Edmund O. Belsheim, Jr.(5) Chief Administrative Officer	2002	\$ 250,000	\$ 33,125		150,000	
	2001	250,000		\$ 205,000	297,500	\$ 490(6)
	2000	52,083			40,000	
Rasipuram V. (Russ) Arun(7) Former Executive Vice President and Chief Technology Officer	2002	\$ 187,500	\$ 26,500			\$ 837,333(8)
	2001	173,750		\$ 205,000	185,000	6,369(9)
	2000	123,333			49,000	
York Baur(10) Former Executive Vice President, Wireline	2002	\$ 184,375	\$ 23,187		75,000	
	2001	54,407			60,000	
Jan Claesson(11) Former Executive Vice President, Wireless	2002	\$ 231,250	\$ 26,312		75,000	
	2001	71,154			100,000	

- (1) Mr. Voelker was appointed Chairman, Chief Executive Officer and President in December 2003. In April 2003, Kathleen Rae was appointed to succeed Mr. Voelker as President.
- (2) Mr. Jain's employment with InfoSpace terminated in December 2002.
- (3) Consists of costs incurred by InfoSpace to provide security for Mr. Jain of \$107,043.

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- (4) Consists of \$663,668 in costs incurred by InfoSpace to provide security for Mr. Jain, \$6,769 for InfoSpace's contribution to the Venture Fund prior to dissolution and \$490 of reimbursed parking expenses.
- (5) During 2002, Mr. Belsheim served as Chief Operating Officer and President.
- (6) Consists of reimbursed parking expenses.
- (7) Mr. Arun's employment with InfoSpace terminated in January 2003.
- (8) Consists of cash payment to cover tax liability resulting from forgiveness of debt.
- (9) Consists of \$6,369 for InfoSpace's contribution to the Venture Fund prior to dissolution.
- (10) Mr. Baur served as Executive Vice President, Wireline through April 2003 and remains employed with InfoSpace.
- (11) Mr. Claesson's employment with InfoSpace terminated in April 2003.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

Item 15 is amended to add the following exhibits:

<u>Number</u>	<u>Description</u>
99.2	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

CERTIFICATIONS

Principal Executive Officer

I, James F. Voelker, certify that:

1. I have reviewed this annual report on Form 10-K, as amended, of InfoSpace, Inc.
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report; and
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.

Date: May 28, 2003

/s/ JAMES F. VOELKER

James F. Voelker

Chairman and Chief Executive Officer

Principal Financial Officer

I, David Rostov, certify that:

1. I have reviewed this annual report on Form 10-K, as amended, of InfoSpace, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report; and
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report.

Date: May 28, 2003

/s/ David Rostov

David Rostov

Chief Financial Officer

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d), as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bellevue, State of Washington, on the 28th of May 2003.

INFOSPACE, INC.

By:
*/s/ JAMES F.
VOELKER*

James F. Voelker,
Chief Executive
Officer and Chairman
Date: May 28, 2003

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> </u> <i>/s/ JAMES F. VOELKER</i>	Chairman and Chief Executive Officer (Principal Executive Officer)	May 28, 2003
<u> </u> James F. Voelker		
<u> </u> <i>/s/ DAVID ROSTOV</i>	Chief Financial Officer (Principal Financial and Accounting Officer)	May 28, 2003
<u> </u> David Rostov		
<u> </u> <i>/s/ EDMUND O. BELSHEIM JR.*</i>	Chief Administrative Officer and Director	May 28, 2003
<u> </u> Edmund O. Belsheim Jr.		
<u> </u> <i>/s/ JOHN E. CUNNINGHAM, IV*</i>	Director	May 28, 2003
<u> </u> John E. Cunningham, IV		
<u> </u> Richard D. Hearney	Director	
<u> </u> <i>/s/ RUFUS W. LUMRY, III*</i>	Director	May 28, 2003
<u> </u> Rufus W. Lumry, III		
<u> </u> Lewis M. Taffer	Director	
<u> </u> <i>/s/ GEORGE M. TRONS RUE III*</i>	Director	May 28, 2003
<u> </u> George M. Tronsrue III		

Director

May 28, 2003

Vanessa Wittman

*By: /s/ JOHN M. HALL

John M. Hall

Attorney-in-Fact

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
99.2	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002