

Edgar Filing: INFOSPACE INC - Form SC 13D/A

INFOSPACE INC  
Form SC 13D/A  
April 27, 2007

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

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 2) \*

InfoSpace, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

45678T201

-----  
(CUSIP Number)

Sandell Asset Management Corp.  
40 West 57th Street  
26th Floor  
New York, NY 10019  
Attention: Richard Gashler, General Counsel  
212-603-5700

With a Copy to:  
Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10019  
212-756-2000

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

April 26, 2007

-----  
(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 that 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 [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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(Continued on following pages)  
(Page 1 of 11 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. 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).

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CUSIP No. 45678T201                      SCHEDULE 13D                      Page 2 of 11 Pages  
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1	NAME OF REPORTING PERSON	
	Castlerigg Master Investments Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British Virgin Islands	
NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		1,523,443
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,523,443
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		1,523,443

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
4.8%

-----  
14 TYPE OF REPORTING PERSON  
CO

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CUSIP No. 45678T201 SCHEDULE 13D Page 3 of 11 Pages  
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-----  
1 NAME OF REPORTING PERSON  
Sandell Asset Management Corp.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS  
AF

-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

-----  
NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

-----  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED 2,771,204

-----  
BY EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 0

-----  
PERSON 10 SHARED DISPOSITIVE POWER  
WITH 2,771,204

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,771,204

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
8.8%

---

14 TYPE OF REPORTING PERSON  
CO

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CUSIP No. 45678T201 SCHEDULE 13D Page 4 of 11 Pages  
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1 NAME OF REPORTING PERSON  
Castlerigg International Limited

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
AF

---

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
British Virgin Islands

---

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		1,523,443
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,523,443

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,523,443

---

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
	4.8%
14	TYPE OF REPORTING PERSON
	CO

CUSIP No. 45678T201                      SCHEDULE 13D                      Page 5 of 11 Pages

1	NAME OF REPORTING PERSON	
	Castlerigg International Holdings Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British Virgin Islands	
NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		1,523,443
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,523,443
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		1,523,443
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	

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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 4.8%  
 -----  
 14 TYPE OF REPORTING PERSON  
 CO  
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 CUSIP No. 45678T201 SCHEDULE 13D Page 6 of 11 Pages  
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 1 NAME OF REPORTING PERSON  
 Castlerigg Global Select Fund, Limited  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)   
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS  
 AF  
 -----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)   
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands  
 -----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0  
 -----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED 1,247,761  
 -----  
 BY EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0  
 -----  
 PERSON 10 SHARED DISPOSITIVE POWER  
 WITH 1,247,761  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,247,761  
 -----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES   
 -----

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

4.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 45678T201

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1 NAME OF REPORTING PERSON

CGS, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED 1,247,761

BY EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER

WITH 1,247,761

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,247,761

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

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4.0%

-----  
 14 TYPE OF REPORTING PERSON  
 CO  
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 CUSIP No. 45678T201 SCHEDULE 13D Page 8 of 11 Pages  
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-----  
 1 NAME OF REPORTING PERSON  
 Castlerigg GS Holdings, Ltd.  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 AF  
 -----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands  
 -----

NUMBER OF	7	SOLE VOTING POWER
SHARES		0

BENEFICIALLY	8	SHARED VOTING POWER
OWNED		1,247,761

BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0

PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,247,761

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,247,761  
 -----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11



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4.0%

-----  
 14 TYPE OF REPORTING PERSON  
 CO  
 -----

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-----  
 1 NAME OF REPORTING PERSON  
 Thomas E. Sandell  
 -----

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)   
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-----  
 3 SEC USE ONLY  
 -----

-----  
 4 SOURCE OF FUNDS  
 AF  
 -----

-----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)   
 -----

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Sweden  
 -----

-----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0  
 -----

-----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED 2,771,204  
 -----

-----  
 BY EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0  
 -----

-----  
 PERSON 10 SHARED DISPOSITIVE POWER  
 WITH 2,771,204  
 -----

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,771,204  
 -----

-----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES   
 -----

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 8.8%  
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14 TYPE OF REPORTING PERSON

IN

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CUSIP No. 45678T201

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The Schedule 13D filed on March 12, 2007 by Castlerigg Master Investments Ltd., Sandell Asset Management Corp., Castlerigg International Limited, Castlerigg International Holdings Limited, Castlerigg Global Select Fund, Limited, CGS, Ltd., Castlerigg GS Holdings, Ltd. and Thomas E. Sandell (collectively, the "Reporting Persons"), with respect to the common stock, par value \$0.0001 per share (the "Common Stock"), of InfoSpace, Inc., a Delaware corporation (the "Issuer"), as amended by Amendment No. 1 on March 19, 2007, is hereby amended as set forth herein by this Amendment No. 2.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended by the addition of the following immediately preceding the penultimate paragraph thereof:

On April 26, 2007, SAMC, Castlerigg Master Investments, Castlerigg International, Castlerigg Holdings, Castlerigg Global Select, CGS and CGSH (the "Sandell Agreement Parties") entered into an agreement with the Issuer (the "April 26 Agreement") whereby the parties agreed that, subject to certain conditions: (i) the Sandell Agreement Parties will (a) withdraw their Nominees, (b) terminate their proxy solicitation to elect the Nominees to the Issuer's board of directors and repeal certain amendments to the Issuer's bylaws and (c) refrain from presenting any nominees or proposals at the Issuer's 2007 Annual Meeting of Stockholders and vote in favor of recommendations of the Issuer's board of directors; (ii) Nick Graziano will be appointed as a director immediately by the Issuer's board of directors and will be nominated as a candidate for election to the Issuer's board at the Issuer's 2007 Annual Meeting of Shareholders; (iii) the Issuer will pay a special dividend to its stockholders and reauthorize and pursue its previously authorized share repurchase program and (iv) the Issuer will form a board committee to evaluate and make recommendations concerning the Issuer's business and strategy. The foregoing description of the April 26 Agreement is a summary only and is qualified in its entirety by reference to the April 26 Agreement, which is attached hereto as Exhibit B.

A copy of the related press release issued on April 26, 2007, announcing the settlement of the proposed proxy solicitation by SAMC and certain of its affiliates, is attached hereto as Exhibit C and is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Schedule 13D is hereby amended and restated as follows:

The following documents are filed as appendices and exhibits:

Appendix I: Transactions Effectuated During the Past Sixty Days (previously filed)

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- Appendix II: Joint Filing Agreement (previously filed)
- Appendix III: Information Regarding the Instruction C Persons (previously filed)
- Appendix IV: Powers of Attorney (previously filed)
- Exhibit A: Letter to Issuer's Board of Directors dated March 12, 2007 (previously filed)
- Exhibit B: Agreement dated as of April 26, 2007
- Exhibit C: Press release dated April 26, 2007

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Signature

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

Dated: April 27, 2007

CASTLERIGG MASTER INVESTMENTS LTD.

By: /s/ Thomas E. Sandell  
-----  
Thomas E. Sandell, Director

SANDELL ASSET MANAGEMENT CORP.

By: /s/ Thomas E. Sandell  
-----  
Thomas E. Sandell, Chief Executive Officer

CASTLERIGG INTERNATIONAL LIMITED

By: /s/ Thomas E. Sandell  
-----  
Thomas E. Sandell, Director

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED

By: /s/ Thomas E. Sandell  
-----  
Thomas E. Sandell, Director

CASTLERIGG GLOBAL SELECT FUND LIMITED

By: /s/ Thomas E. Sandell

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Thomas E. Sandell, Director

CGS, LTD.

By: /s/ Thomas E. Sandell  
-----  
Thomas E. Sandell, Director

CASTLERIGG GS HOLDINGS, LTD.

By: /s/ Thomas E. Sandell  
-----  
Thomas E. Sandell, Director

/s/ Thomas E. Sandell  
-----  
Thomas E. Sandell