

HouseValues, Inc.  
Form 8-K  
November 03, 2005

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

October 31, 2005

Date of Report (Date of earliest event reported)

**HouseValues, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Washington**  
(State or Other Jurisdiction of Incorporation)

**000-51032**  
(Commission File No.)

**91-1982679**  
(IRS Employer Identification No.)

**11332 NE 122nd Way, Kirkland, WA 98034**

(Address of Principal Executive Offices, including Zip Code)

**(425) 952-5500**

(Registrant's Telephone Number, Including Area Code)

## Edgar Filing: HouseValues, Inc. - Form 8-K

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**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On October 31, 2005, HouseValues, Inc., a Washington corporation (the Company), entered into an Agreement and Plan of Merger (the Merger Agreement) with Jumbo Acquisition, Inc., a Delaware corporation and wholly owned subsidiary of the Company (the Merger Sub), and The Loan Page, Inc., a Delaware corporation (TLP). Pursuant to the Merger Agreement, the Merger Sub was merged with and into TLP, with TLP surviving as a wholly owned subsidiary of the Company.

Under the Merger Agreement, the Company paid approximately \$5.25 million in cash to the holders of TLP preferred stock, with \$500,000 of that amount being placed in escrow to satisfy indemnification obligations of the TLP stockholders. The Company also assumed approximately \$1.8 million in outstanding indebtedness in connection with the acquisition.

A copy of the Merger Agreement is attached hereto as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description is qualified in its entirety by reference to the exhibit attached hereto.

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

See Item 1.01 above.

**Item 9.01. Financial Statements and Exhibits.**

(d) **Exhibits**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 2.1                | Agreement and Plan of Merger by and among HouseValues, Inc., Jumbo Acquisition, Inc. and The Loan Page, Inc., dated October 31, 2005. |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HouseValues, Inc.**

Dated: November 2, 2005

By: /s/ JOHN ZDANOWSKI  
John Zdanowski

Chief Financial Officer