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INFOSPACE INC
Form SC 13D/A
October 08, 2009

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

SCHEDULE 13D
(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

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 10022
212-756-2000

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

October 6, 2009

(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 ss.ss. 240 13d-1(e), 240 13d-1(f) or 240 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.

(Continued on following pages)
(Page 1 of 9 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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1 NAME OF REPORTING PERSON
Castlerigg Master Investments 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
British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER
OWNED 1,687,021

BY EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER
WITH 1,687,021

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,687,021

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

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

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 14 TYPE OF REPORTING PERSON
 CO

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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 1,687,021

BY EACH 9 SOLE DISPOSITIVE POWER
 REPORTING 0

PERSON 10 SHARED DISPOSITIVE POWER
 WITH 1,687,021

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,687,021

 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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1	NAME OF REPORTING PERSON	
	Castlerigg International 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		1,687,021
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,687,021
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,687,021	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	
	4.8%	
14	TYPE OF REPORTING PERSON	
	CO	

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1 NAME OF REPORTING PERSON
Castlerigg International Holdings 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
British Virgin Islands

NUMBER OF	7	SOLE VOTING POWER
SHARES	0	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED	1,687,021	
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING	0	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	1,687,021	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,687,021

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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1	NAME OF REPORTING PERSON	
	Thomas E. Sandell	
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 checked="" type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Sweden	
NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	8	SHARED VOTING POWER
OWNED		1,687,021
BY EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	10	SHARED DISPOSITIVE POWER
WITH		1,687,021
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,687,021	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	
	4.8%	
14	TYPE OF REPORTING PERSON	
	IN	

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This Amendment No. 6 is filed with respect to the shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Infospace, Inc., a Delaware corporation (the "Issuer"), beneficially owned by the Reporting Persons as of October 7, 2009 and amends and supplements the Schedule 13D filed on March 12,

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2007, as amended (collectively, the "Schedule 13D"). This Amendment No. 6 also constitutes an "exit filing" for the Reporting Persons, who do not intend to file any further amendments to the Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER

Paragraphs (a), (b), (c) and (e) of Item 5 of the Schedule 13D are amended and restated as follows:

(a) Each of Castlerigg Master Investments, SAMC, Castlerigg International, Castlerigg Holdings and Sandell may be deemed to beneficially own the 1,687,021 shares of Common Stock held by Castlerigg Master Investments, representing approximately 4.8% of the outstanding shares of Common Stock. The percentages used herein are based upon the 35,299,742 shares of Common Stock reported to be outstanding as of July 31, 2009 by the Issuer in its quarterly report on Form 10-Q for the period ended June 30, 2009, filed with the Securities and Exchange Commission on August 6, 2009.

(b) None of the Reporting Persons has sole power to vote or direct the vote or sole power to dispose or direct the disposition of shares of Common Stock. Each of Casterigg Master Investments, SAMC, Castlerigg International, Castlerigg Holdings and Sandell has shared power to vote or direct the vote and shared power to dispose or direct the disposition of the 1,687,021 shares of Common Stock held by Castlerigg Master Investments.

(c) Information concerning transactions in the Common Stock effected by the Reporting Persons during the past sixty days is set forth on Appendix I hereto and is incorporated herein by reference. Unless otherwise indicated, all of such transactions were effected in the open market.

(e) The Reporting Persons ceased to be the beneficial owners of more than 5% of the Common Stock on October 8, 2009.

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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: October 8, 2009

CASTLERIGG MASTER INVESTMENTS LTD.
By: Sandell Asset Management Corp., as investment manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell
Chief Executive Officer

CASTLERIGG INTERNATIONAL LIMITED
By: Sandell Asset Management Corp., as investment manager

By: /s/ Thomas E. Sandell

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Thomas E. Sandell
Chief Executive Officer

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED
By: Sandell Asset Management Corp., as investment manager

By: /s/ Thomas E. Sandell

Thomas E. Sandell
Chief Executive Officer

SANDELL ASSET MANAGEMENT CORP.

By: /s/ Thomas E. Sandell

Thomas E. Sandell
Chief Executive Officer

/s/ Thomas E. Sandell

Thomas E. Sandell

APPENDIX I
TRANSACTIONS EFFECTED IN THE
COMMON STOCK DURING THE PAST SIXTY DAYS

Castlerigg Master Investments

Date	Amount of shares purchased/(sold)	Price per share (net of commission)
09/25/09	(62,000)	\$ 7.79
09/25/09	(5,000)	7.87
09/28/09	(28,500)	7.79
09/28/09	(16,025)	7.84
09/29/09	(7,600)	7.79
09/29/09	(18,900)	7.75
09/30/09	(30,900)	7.79
09/30/09	(8,100)	7.81
09/30/09	(2,500)	7.75
10/01/09	(1,500)	7.81
10/02/09	(14,900)	7.81
10/05/09	(28,600)	7.76
10/05/09	(400)	7.76
10/05/09	(46,400)	7.81
10/06/09	(33,200)	7.60
10/06/09	(86,500)	7.76
10/06/09	(26,600)	7.81
10/06/09	(75,000)	7.55
10/07/09	(2,500)	7.51
10/07/09	(59,000)	7.60
10/08/09	(90,000)	7.56

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10/08/09

(75,000)

7.57