

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

INFOSPACE INC  
Form SC 13D/A  
October 03, 2008

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

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SCHEDULE 13D  
(Rule 13d-101)

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

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)

October 2, 2008

-----  
(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).

CUSIP No. 45678T201

SCHEDULE 13D

Page 2 of 9 Pages

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		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 <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	

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8.4%

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 14 TYPE OF REPORTING PERSON  
 CO  
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 CUSIP No. 45678T201 SCHEDULE 13D Page 3 of 9 Pages  
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-----  
 1 NAME OF REPORTING PERSON  
 Sandell Asset Management Corp.  
 -----

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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)   
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 3 SEC USE ONLY  
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-----  
 4 SOURCE OF FUNDS  
 AF  
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 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)   
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-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands  
 -----

-----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0  
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-----  
 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   
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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
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8.4%

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 14 TYPE OF REPORTING PERSON  
 CO  
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 CUSIP No. 45678T201 SCHEDULE 13D Page 4 of 9 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)   
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 3 SEC USE ONLY  
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-----  
 4 SOURCE OF FUNDS  
 AF  
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-----  
 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 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   
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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
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8.4%

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 14 TYPE OF REPORTING PERSON  
 CO  
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 CUSIP No. 45678T201 SCHEDULE 13D Page 5 of 9 Pages  
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 1 NAME OF REPORTING PERSON  
 Castlerigg International Holdings Limited  
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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)   
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 3 SEC USE ONLY  
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 4 SOURCE OF FUNDS  
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 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  
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-----  
 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  
 8.4%  
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14 TYPE OF REPORTING PERSON

CO

CUSIP No. 45678T201

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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)

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

8.4%

14 TYPE OF REPORTING PERSON

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IN

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CUSIP No. 45678T201  
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SCHEDULE 13D

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Page 7 of 9 Pages  
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This Amendment No. 4 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 2, 2008 and amends and supplements the Schedule 13D filed on March 12, 2007, as amended (collectively, the "Schedule 13D"). Except as set forth herein, the Schedule 13D is unmodified.

Item 2. IDENTITY AND BACKGROUND

Paragraph (a) of Item 2 is hereby amended by deleting Castlerigg Global Select Fund, Limited, CGS, Ltd., and Castlerigg GS Holdings, Ltd. These entities are no longer reporting persons for purposes of this Schedule 13D as a result of the merger of CGS, Ltd. and Castlerigg Master Investments Ltd.

ITEM 4. PURPOSE OF TRANSACTION

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

On October 2, 2008, Nick Graziano, a Managing Director of Sandell and a member of the Board of Directors of the Issuer since his appointment in connection with the April 26 Agreement in April, 2007, notified the Issuer that he was resigning from the Board effective immediately. In his letter of resignation, Mr. Graziano indicated that he was not resigning as the result of any disagreement. Rather, Mr. Graziano noted that both the Board and management are very capable and have a clear strategy going forward that accurately reflects the best interests of shareholders. Mr. Graziano stated that the restructuring efforts undertaken by the Board since his appointment are largely complete, and accordingly that he felt this was an appropriate time for him to resign.

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Page 8 of 9 Pages  
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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 3, 2008

CASTLERIGG MASTER INVESTMENTS LTD.

By: Sandell Asset Management Corp., as investment manager

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By: /s/ Thomas E. Sandell

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Thomas E. Sandell, Director  
Chief Executive Officer

SANDELL ASSET MANAGEMENT CORP.

By: /s/ Thomas E. Sandell

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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

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Thomas E. Sandell  
Chief Executive Officer

/s/ Thomas E. Sandell

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Thomas E. Sandell