

VERTRUE INC
Form 3
June 29, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--|--|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BRENCOURT ADVISORS LLC | | | (Month/Day/Year) | VERTRUE INC [VTRU] | |
| (Last) | (First) | (Middle) | 06/20/2007 | | |
| 600 LEXINGTON AVENUE, Â 8TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10022 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,128,446 <u>(1)</u> <u>(4)</u> | I | See Footnotes <u>(1)</u> <u>(4)</u> |
| Common Stock | 1,449,133 <u>(2)</u> <u>(4)</u> | I | See Footnotes <u>(2)</u> <u>(4)</u> |
| Common Stock | 168,031 <u>(3)</u> <u>(4)</u> | I | See Footnotes <u>(3)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| BRENCOURT ADVISORS LLC 600 LEXINGTON AVENUE 8TH FLOOR NEW YORK, NY 10022 | ^ | ^ | ^ | See Remarks |
| Brencourt Credit Opportunities Master, Ltd. WASHINGTON MALL WEST, 2ND FLOOR 7 REID STREET HAMILTON, DM HM11 | ^ | ^ | ^ | See Remarks |
| Brencourt Merger Arbitrage Master, Ltd. WASHINGTON MALL WEST, 2ND FLOOR 7 REID STREET HAMILTON, DM HM11 | ^ | ^ | ^ | See Remarks |

Signatures

| | |
|--|------------|
| BRENCOURT ADVISORS, LLC, By: /s/ Michael Palmer, Chief Financial Officer | 06/29/2007 |
| **Signature of Reporting Person | Date |
| BRENCOURT CREDIT OPPORTUNITIES MASTER, LTD., By: Brencourt Advisors LLC, its investment advisor, By: /s/ Michael Palmer, Chief Financial Officer | 06/29/2007 |
| **Signature of Reporting Person | Date |
| BRENCOURT MERGER ARBITRAGE MASTER, LTD., By: Brencourt Advisors LLC, its investment advisor, By: /s/ Michael Palmer, Chief Financial Officer | 06/29/2007 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Consists of shares owned directly by accounts managed by Brencourt Advisors, LLC ("Brencourt Advisors"). The chief executive officer and majority owner of Brencourt Advisors is Mr. William L. Collins. The reported shares include 762,396 shares of Common Stock that Brencourt Advisors has entered into a contract to acquire on behalf of the managed accounts.
- (2) Consists of shares directly owned by Brencourt Credit Opportunities Master, Ltd. ("BCOM"), a Bermuda mutual fund company. BCOM is owned by Brencourt Multi-Strategy International, Ltd. ("Multi-Strategy"), a Bermuda mutual fund company, and certain other affiliated funds. Brencourt Advisors is the investment manager of BCOM, Multi-Strategy and the other funds with ownership interests in BCOM. Brencourt Advisors may be deemed to be the indirect beneficial owner of the reported shares. The reported shares include 876,594 shares of Common Stock that Brencourt Advisors has entered into a contract to acquire on behalf of BCOM.

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(3) Consists of shares that Brencourt Advisors has entered into a contract to acquire on behalf of Brencourt Merger Arbitrage Master, Ltd. ("BMM"), a Bermuda mutual fund company. BMM is owned by Multi-Strategy and certain other affiliated funds. Brencourt Advisors is the investment manager of BMM, Multi-Strategy and the other funds with ownership interests in BMM. Brencourt Advisors may be deemed to be the indirect beneficial owner of the reported shares.

(4) Each Reporting Person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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Remarks:

Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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