

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

INFOSPACE INC
Form SC 13D/A
March 19, 2007

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

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. 1)*

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)

March 15, 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)

* 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

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

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 1,523,443

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

CUSIP No. 45678T201

SCHEDULE 13D

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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	

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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%

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) (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

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1,523,443

 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 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 1,523,443

 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

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1,523,443

 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

 CUSIP No. 45678T201 SCHEDULE 13D Page 6 of 11 Pages

 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

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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
 4.0%

 14 TYPE OF REPORTING PERSON
 CO

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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

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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
4.0%

14 TYPE OF REPORTING PERSON
CO

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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

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SHARES

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

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.8%

14 TYPE OF REPORTING PERSON

IN

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"), is hereby amended as set forth herein by this Amendment No. 1.

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 March 15, 2007, Castlerigg Master Investments delivered a letter to the Issuer informing the Issuer of its intention to appear in person or by proxy at the Issuer's 2007 annual meeting of stockholders to nominate Nick Graziano, Jonathan R. Macey and Paul L. Schaut (the "Nominees") for election to the board of directors and to move a proposal to repeal any amendments to the Issuer's bylaws unilaterally adopted by the board after February 12, 2003 and prior to the election and qualification of the directors elected at the annual meeting. The Reporting Persons currently intend to conduct a proxy solicitation seeking to elect the Nominees to the Issuer's board of directors and obtain approval of such proposal at the annual meeting.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraph (c) of Item 5 of the Schedule 13D is hereby amended and restated as follows:

(c) There have been no transactions in the shares of Common Stock effected by the Reporting Persons since their last filing on Schedule 13D.

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 Effected During the Past Sixty Days

Appendix II: Joint Filing Agreement (previously filed)

Appendix III: Information Regarding the Instruction C Persons (previously filed)

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Appendix IV: Powers of Attorney (previously filed)

Exhibit A: Letter to Issuer's Board of Directors dated March 12, 2007
(previously filed)

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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: March 19, 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

Thomas E. Sandell, Director

CGS, LTD.

By: /s/ Thomas E. Sandell

Thomas E. Sandell, Director

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CASTLERIGG GS HOLDINGS, LTD.

By: /s/ Thomas E. Sandell

Thomas E. Sandell, Director

/s/ Thomas E. Sandell

Thomas E. Sandell

APPENDIX I TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS (REVISED)

(All transactions were regular market transactions effected on the NASDAQ Global Select Market)

Appendix I, as originally filed with the Schedule 13D, contained an inadvertent error and is replaced by the Appendix I attached hereto:

Date of transaction	Person effecting transaction	Amount of securities Bought/ (Sold)	Price per share or unit
01/03/07	Castlerigg Master Investments	30,875	20.26
01/03/07	CGS	16,625	20.26
01/05/07	Castlerigg Master Investments	1,517	20.25
01/05/07	CGS	818	20.25
01/08/07	Castlerigg Master Investments	16,250	20.52
01/08/07	CGS	8,750	20.52
01/19/07	Castlerigg Master Investments	585	21.55
01/19/07	Castlerigg Master Investments	(584)	21.74
01/19/07	CGS	(316)	21.74
01/19/07	CGS	315	21.55
02/02/07	Castlerigg Master Investments	184,830	21.45
02/02/07	Castlerigg Master Investments	117,000	22.15
02/02/07	CGS	99,524	21.45
02/02/07	CGS	63,000	22.14
02/06/07	Castlerigg Master Investments	16,250	22.44
02/06/07	CGS	8,750	22.44
02/12/07	Castlerigg Master Investments	55,250	22.66
02/12/07	CGS	29,750	22.66
02/13/07	Castlerigg Master Investments	42,250	23.06
02/13/07	CGS	22,750	23.06
02/15/07	Castlerigg Master Investments	23,660	23.10
02/15/07	Castlerigg Master Investments	20,280	23.03
02/15/07	CGS	10,920	23.03
02/15/07	CGS	12,740	23.10
02/16/07	Castlerigg Master Investments	53,625	23.16
02/16/07	CGS	28,875	23.16
02/20/07	Castlerigg Master Investments	21,840	23.14
02/20/07	CGS	11,760	23.14
02/21/07	Castlerigg Master Investments	97,500	23.15
02/21/07	CGS	52,500	23.15
02/22/07	Castlerigg Master Investments	75,476	22.97

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02/22/07	CGS	40,641	22.97
02/23/07	Castlerigg Master Investments	6,500	23.15
02/23/07	CGS	3,500	23.15
02/26/07	Castlerigg Master Investments	59,439	23.18
02/26/07	CGS	32,006	23.18
02/27/07	Castlerigg Master Investments	171,520	23.06
02/27/07	CGS	92,357	23.06
02/28/07	Castlerigg Master Investments	8,226	22.91
02/28/07	CGS	4,430	22.91
03/01/07	Castlerigg Master Investments	171,072	23.13
03/01/07	CGS	92,117	23.13
03/02/07	Castlerigg Master Investments	172,082	23.27
03/02/07	CGS	92,660	23.27
03/05/07	Castlerigg Master Investments	92,547	23.46
03/05/07	CGS	49,833	23.46
03/06/07	Castlerigg Master Investments	14,268	23.92
03/06/07	CGS	7,683	23.92
03/08/07	Castlerigg Master Investments	520	24.79
03/08/07	Castlerigg Master Investments	20,150	24.91
03/08/07	CGS	10,850	24.91
03/08/07	CGS	280	24.79
03/09/07	Castlerigg Master Investments	30,000	25.10
03/09/07	Castlerigg Master Investments	2,500	25.19
03/09/07	Castlerigg Master Investments	2,100	25.10
03/09/07	CGS	270,000	25.10
03/09/07	CGS	22,500	25.19
03/09/07	CGS	18,900	25.10
03/12/07	Castlerigg Master Investments	15,915	25.47
03/12/07	CGS	143,243	25.47