

FTD Group, Inc.
Form 425
June 27, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported)

June 27, 2008

UNITED ONLINE, INC.

(Exact Name of Registrant as specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-33367
(Commission File Number)

77-0575839
(IRS Employer
Identification No.)

21301 Burbank Boulevard
Woodland Hills, California 91367
(Address of Principal Executive Offices) (Zip Code)

Telephone: (818) 287-3000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Edgar Filing: FTD Group, Inc. - Form 425

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:

- Written communication 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01. Other Events.

As previously announced, on April 30, 2008, United Online, Inc. ("United Online" or the "Company"), entered into a definitive merger agreement with FTD Group, Inc. ("FTD"), a leading provider of floral and related products and services to consumers and retail florists in the United States, Canada, the United Kingdom, and the Republic of Ireland, providing for the acquisition of FTD by the Company (the "Acquisition"). Under the terms of the merger agreement, the Company has agreed to pay FTD stockholders \$7.34 in cash, 0.4087 of a share of United Online common stock and \$3.31 principal amount of United Online 13% senior secured notes due in 2013 ("UOL notes") for each share of FTD common stock, subject to adjustment as described in the merger agreement. The total consideration payable by the Company to FTD stockholders is estimated to be approximately \$456 million, consisting of \$222 million in cash, 12.35 million shares of Company common stock and \$100 million aggregate principal amount of UOL notes based on the Company's closing stock price of \$10.83 on April 29, 2008, the last trading day prior to the announcement of the proposed transaction.

If the UOL notes are issued, the UOL notes will be guaranteed by each of the Company's current and future domestic subsidiaries, other than UNOL Intermediate, Inc., UNOLA Corp., FTD and their respective subsidiaries. These guarantees will be joint and several obligations of the guarantors. The obligations of each guarantor under its note guarantee will be limited as necessary to prevent that note guarantee from constituting a fraudulent conveyance under applicable law.

This Current Report on Form 8-K is being filed by the Company, in accordance with Rule 3-10 of Regulation S-X, to retrospectively adjust:

- Note to Consolidated Financial Statements No. 15, Condensed Consolidating Financial Information, in Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2007; and
- Note to Interim Consolidated Financial Statements No. 10, Condensed Consolidating Financial Information, in Item 1 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008.

These adjustments reflect the Company's domestic subsidiaries, as specifically described above, as guarantors under the note guarantees and the Company's international subsidiaries as non-guarantors. Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2007 and Item 1 of the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 are being restated in their entirety to reflect these adjustments and are attached as Exhibits hereto and are incorporated by reference herein.

This filing also reflects the disclosure, as a subsequent event in Exhibit 99.2, of the Company's determination that the \$3.9 million in deferred transaction-related costs at March 31, 2008 relating to the Classmates Media Corporation IPO will be expensed in the quarter ending June 30, 2008 and the Company's financial results for such quarter will be negatively impacted.

This Current Report on Form 8-K should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2007 and the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008, as well as the Company's other filings with the Securities and Exchange Commission (the "SEC").

Additional Information

THESE FINANCIAL STATEMENTS ARE BEING FILED BY THE COMPANY, IN ACCORDANCE WITH RULE 3-10 OF REGULATION S-X, IN CONNECTION WITH THE REGISTRATION STATEMENT ON FORM S-4 THAT THE COMPANY INTENDS TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION (THE SEC) IN CONNECTION WITH ITS PROPOSED ACQUISITION OF FTD. THE REGISTRATION STATEMENT WILL INCLUDE A PROSPECTUS OF THE COMPANY AND A PROXY STATEMENT OF FTD AND OTHER RELEVANT MATERIALS IN CONNECTION WITH THE PROPOSED TRANSACTION. THE PROXY STATEMENT/PROSPECTUS WILL BE MAILED TO THE STOCKHOLDERS OF FTD. INVESTORS AND FTD STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND REGISTRATION STATEMENT, AND ANY AND ALL AMENDMENTS OR SUPPLEMENTS THERETO, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and stockholders may obtain a free copy of the proxy statement/prospectus and registration statement (when available), as well as other documents filed by the Company and FTD with the SEC, at the SEC's Web site at <http://www.sec.gov>. Investors and stockholders may also obtain a free copy of the proxy statement/prospectus and registration statement and the respective filings with the SEC directly from the Company by directing a request to Erik Randerson at (818) 287-3350.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
23.1	Consent of Independent Registered Public Accounting Firm
99.1	Item 8, Annual Report on Form 10-K for the year ended December 31, 2007 Financial Statements and Supplementary Data
99.2	Item 1, Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 Financial Statements

SIGNATURES

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.

Date: June 27, 2008

UNITED ONLINE, INC.

By: /s/SCOTT H. RAY
Scott H. Ray
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
23.1	Consent of Independent Registered Public Accounting Firm
99.1	Item 8, Annual Report on Form 10-K for the year ended December 31, 2007 Financial Statements and Supplementary Data
99.2	Item 1, Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 Financial Statements