

Flynn Timothy John
 Form 4
 August 28, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 Flynn Timothy John

(Last) (First) (Middle)

11111 SANTA MONICA BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FTD Group, Inc. [FTD]

3. Date of Earliest Transaction (Month/Day/Year)
 08/26/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	08/26/2008		U ⁽³⁾	9,183,539 D ⁽⁴⁾	0 ⁽³⁾	I ⁽¹⁾	By Green Equity Investors IV, L.P.
Common Stock, par value \$0.01 per share	08/26/2008		U ⁽³⁾	93,256 D ⁽⁵⁾	0 ⁽³⁾	I ⁽²⁾	By FTD Co-Investment LLC

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

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Timothy J. Flynn is a member of FTD Co-Investment LLC and may be deemed to have shared voting and investment power with respect to all Common Stock beneficially owned by FTD Co-Investment LLC. As such, Mr. Flynn may be deemed to have shared beneficial ownership over such shares of Common Stock. Mr. Flynn, however, disclaims beneficial ownership of such shares of Common Stock owned by FTD Co-Investment LLC.

- (3) Pursuant to a merger agreement approved at a shareholder meeting held August 25, 2008, each outstanding share of FTD Group was converted into \$10.15 cash and 0.4087 shares of United Online, Inc. on August 26, 2008.
- Green Equity Investors IV, L.P. received \$93,212,920.85 cash and 3,753,312 shares of United Online, Inc. in consideration of its shares of FTD Group. The total value of the consideration received was \$14.62 per share of FTD Group, or \$134,263,340.18 total, based on the closing price of United Online, Inc. of \$10.93 per share on August 26, 2008.
- FTD Co-Invest LLC received \$946,548.40 cash and 38,113 shares of United Online, Inc. in consideration of its shares of FTD Group.
- (5) The total value of the consideration received was \$14.62 per share of FTD Group, or \$1,363,402.72 total, based on the closing price of United Online, Inc. of \$10.93 per share on August 26, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.