Flynn Timothy John Form 4 August 28, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

**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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Flynn Timothy John			2. Issuer Name <b>and</b> Ticker or Trading Symbol FTD Group, Inc. [FTD]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)  11111 SANTA BOULEVARD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/26/2008	_X_ Director _X_ 10% OwnerOfficer (give title below) Use of the control of th			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LOS ANGELES, CA 90025				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securities Appropriate Disposed of (Instr. 3, 4 and Amount	of (D) d 5)  (A) or	red (A)	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)	( <u>4</u> )	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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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	•				
								of			
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Flynn Timothy John 11111 SANTA MONICA BOULEVARD X X **SUITE 2000** LOS ANGELES, CA 90025

## **Signatures**

/s/ Julia Chang, as Attorney-in-Fact for Timothy J. 08/28/2008 Flynn

> \*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(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).

The 9,183,539 shares of common stock of the Issuer reported herein are owned directly by Green Equity Investors IV, L.P. ("GEI"). Timothy J. Flynn is a member of GEI Capital IV, LLC, which is the general partner of GEI; a partner of Leonard Green & Partners, L.P., which is the management company of GEI; and a member of Green Partnership Holdings, LLC, which is a limited partner of GEI. Mr.

Flynn directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by GEI and, therefore, a "ten percent holder" hereunder. Mr. Flynn disclaims beneficial ownership of the securities owned by GEI, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Flynn is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

**(2)** 

Reporting Owners 2

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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.