

APATOFF ROBERT S
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 *
APATOFF ROBERT S

(Last) (First) (Middle)

3113 WOODCREEK DRIVE

(Street)

DOWNERS GROVE, IL 60515

(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	08/26/2008		D ⁽¹⁾	93,256 D ⁽²⁾	0 ⁽¹⁾	I ⁽³⁾	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 14.58	08/26/2008		D	2,500	08/26/2008 11/14/2017	Common Stock	2,500	
Stock Option (right to buy)	\$ 17.095	08/26/2008		D	2,500	11/15/2007 11/15/2016	Common Stock	2,500	
Stock Option (right to buy)	\$ 10.3	08/26/2008		D	2,500	11/16/2006 11/16/2015	Common Stock	2,500	
Stock Option (right to buy)	\$ 13	08/26/2008		D	40,000	<u>(7)</u> 02/08/2015	Common Stock	40,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APATOFF ROBERT S 3113 WOODCREEK DRIVE DOWNS GROVE, IL 60515	X			

Signatures

Jandy Tomy,
Attorney-in-Fact

08/28/2008

**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).

(1) 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.

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(2) FTD Co-Investment LLC received \$946,548.40 cash and 38,113 shares of United Online, Inc. in consideration of its shares of FTD Group, Inc. The total value of the consideration received was \$14.62 per share of FTD Group, Inc., or \$1,363,402.72, based on the closing price of United Online, Inc. of \$10.93 per share on August 26, 2008.

(3) Robert Apatoff owns an interest as a non-managing member of FTD Co-Investment LLC. Mr. Apatoff disclaims beneficial ownership of all securities held by FTD Co-Investment LLC except to the extent of his pecuniary interest therein.

Upon the effective date of an Agreement and Plan of Merger, dated as of April 30, 2008, as amended, by and among FTD Group, Inc. ("FTD"), United Online, Inc. ("United Online") and UNOLA Corp. (the "Merger"), the option was canceled in exchange for merger consideration of \$10.15 in cash, without interest, and 0.4087 of a share of United Online common stock for each share of FTD common stock (the "Merger Consideration"), reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of United Online common stock comprising the merger consideration bear to each other.

(5) Upon the effective date of the Merger, the option was canceled in exchange for the Merger Consideration (as defined above), reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of United Online common stock comprising the merger consideration bear to each other. All of these options were canceled on the effective date of the merger for no value.

(6) Upon the effective date of the Merger, the option was canceled in exchange for the Merger Consideration (as defined above), reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of United Online common stock comprising the merger consideration bear to each other.

(7) This option, provided for vesting as follows: 13,334 options vested on 02/08/05, 13,333 options vested on 02/08/06 and 13,333 options vested on 02/08/07. Upon the effective date of the Merger, the option was canceled in exchange for the Merger Consideration (as defined above), reduced ratably by the exercise price of the unexercised options in the same proportion that the value of the cash and fraction of a share of United Online common stock comprising the merger consideration bear to each other.

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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