

XO GROUP INC.
Form 8-K
July 31, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 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): **July 25, 2017**

XO Group Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other Jurisdiction
of Incorporation)

001-35217

(Commission File Number)

13-3895178

(I.R.S.
Employer
Identification
No.)

195 Broadway, 25th Floor

New York, New York

(Address of Principal Executive Offices)

10007

(Zip Code)

Registrant's telephone number, including area code: **(212) 219-8555**

(Former name or former address, if changed since last report)

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On July 31, 2017, XO Group Inc. (the “Company”) issued a press release announcing its financial results as of and for the quarter ended June 30, 2017. A copy of the Company’s press release announcing these financial results is attached as Exhibit 99.1 hereto, and is incorporated by reference into this report. The information included in this Current Report on Form 8-K (including Exhibit 99.1 hereto) that is furnished pursuant to this Item 2.02 shall not be deemed to be “*filed*” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a) (2) of the Securities Act of 1933, as amended. The information contained in this Item and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference into such filing.

Item 7.01 Regulation FD Disclosure.

On July 31, 2017, during the course of the teleconference that the Company will be holding, management will make reference to a financial presentation. The presentation will be available on the Company’s website at <http://ir.xogroupinc.com> and is filed herewith as Exhibit 99.2.

The information included in this Current Report on Form 8-K (including Exhibit 99.2 hereto) that is furnished pursuant to this Item 7.01 shall not be deemed to be “*filed*” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a) (2) of the Securities Act of 1933, as amended. The information contained in this Item and in the accompanying Exhibit 99.2 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference into such filing.

By furnishing the information in this Item 7.01, the Company makes no admission as to the materiality of Item 7.01 in this report or the presentation attached hereto as Exhibit 99.2. The information contained in the presentation is summary information that is intended to be considered in the context of the Company’s filings with the United States Securities and Exchange Commission (the “SEC”) and other public announcements that the Company makes, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this Item, although it may do so from time to time as its management believes is appropriate. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

The Company cautions readers that the presentation attached hereto as Exhibit 99.2 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Readers are cautioned not to

place undue reliance on these forward-looking statements as actual events or results could differ materially from the forward-looking statements contained in the presentation. Readers are urged to read the reports and documents filed from time to time by the Company with the SEC for a discussion of important risk factors that could cause actual results to differ materially from those discussed in the forward-looking statements. It is routine for the Company's internal projections and expectations to change as the quarter and year progress, and therefore it should be clearly understood that the internal projections and beliefs upon which the Company bases its expectations may change. Although these expectations may change, the Company is under no obligation to inform the readers if they do or to update the presentation that is attached hereto as Exhibit 99.2.

Item 8.01 Other Events

On July 25, 2017, the Company has amended its Corporate Governance Guidelines by adopting a Director Resignation Policy. The Company's Director Resignation Policy requires an incumbent director nominee standing for election in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election, within five business days following the certification of the stockholder vote, to tender his or her written resignation from the Board of Directors (the "Board") for consideration by the Nominating and Corporate Governance Committee and the Board. The resignation would be effective only upon its acceptance by the Board. The Board has determined that the adoption of the Director Resignation Policy, and amendment of the Corporate Governance Guidelines accordingly, is advisable and in the best interests of the Company and its stockholders.

Item 9.01. Financial Statements and Exhibits.

(d)Exhibits. The following documents are included as exhibits to this report:

99.1 Press Release dated July 31, 2017.

99.2 Investor Presentation by XO Group Inc.

SIGNATURE

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.

XO GROUP INC.
(Registrant)

Date: July 31, 2017 By: */s/ GILLIAN
MUNSON
Gillian Munson
Chief Financial
Officer*

EXHIBIT INDEX

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