Edgar Filing: Di Iorio Nic - Form 4

Form 4	2018										
December 12 FORM	4 UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PROVAL 3235-0287 January 31	
if no long subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	er STATE 5. Filed p ^s Section 1'	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							Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Di Iorio Nic (Last) (First) (Middle)			 Issuer Name and Ticker or Trading Symbol XO GROUP INC. [XOXO] Date of Earliest Transaction 				ng	5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(N				(Month/Day/Year) 12/11/2018				Director 10% Owner XOfficer (give title Other (specify below) below) below) Chief Technology Officer			
				mendment, Date Original Ionth/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
NEW YORK	K, NY 10007								lore than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/11/2018			F	202	D	\$ 34.98	137,412	D		

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

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 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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Di Iorio Nic C/O XO GROUP INC. 195 BROADWAY, 25TH FLOOR NEW YORK, NY 10007			Chief Technology Officer					
Signatures								
/s/ JEFFREY YIN, attorney-in-fact	12/12/2018							
**Signature of Reporting Person	Date							
Evaluation of Deene								

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).

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.