

ZEISSER MICHAEL P  
Form 4  
December 21, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
ZEISSER MICHAEL P

(Last) (First) (Middle)

C/O XO GROUP INC., 195  
BROADWAY, 25TH FLOOR

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
XO GROUP INC. [XOXO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2018

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock (Unrestricted)	12/21/2018		D	47,053 (1) \$ 35 (1)	8,225	D	
Restricted Stock Awards	12/21/2018		D	8,225 (2) \$ 35 (2)	0	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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
ZEISSER MICHAEL P C/O XO GROUP INC. 195 BROADWAY, 25TH FLOOR NEW YORK, NY 10007		X		

## Signatures

/s/ JEFFREY YIN, attorney-in-fact for Michael Zeisser 12/21/2018

\_\_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) At the Effective Time, each share of common stock, par value \$0.01 per share, of the Company (each "Share" or, collectively, the "Shares") that was outstanding immediately prior to the Effective Time (other than certain shares specified in the Merger Agreement) was cancelled and converted into the right to receive \$35.00 in cash, (the "Merger Consideration") without interest and subject to applicable withholding taxes.
- (2) At the Effective Time, each compensatory award in respect of a Share subject to vesting, repurchase or other lapse restriction (each, a "Company RSA Award") that was outstanding immediately prior to the Effective Time vested on a prorated basis based on completed service between the grant date and the date of the Effective Time. Each Share underlying the Company RSA Award that vested in accordance with the immediately preceding sentence was cancelled in exchange for the Merger Consideration and each Share underlying the Company RSA Award that did not vest in accordance with the immediately preceding sentence was cancelled for no consideration.

### Remarks:

This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"). 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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