

Di Iorio Nic  
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 \*  
Di Iorio Nic

(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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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 (Unrestricted)	12/21/2018		D	(A) Amount: 117,969 (1)	\$ 35 (1) 19,443	D	
Restricted Stock Awards	12/21/2018		D	(A) Amount: 19,443 (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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SEC 1474 (9-02)

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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. P... Der... Sec... (Ins...)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Vested Stock Option	(3)	12/21/2018		D	62,909	(3) (3)	Common Stock	62,909
Unvested Stock Option	(4)	12/21/2018		D	79,636	(4) (4)	Common Stock	79,636

## 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 for Nic Di Iorio 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 outstanding option to acquire Shares (each, a "Company Stock Option"), that was outstanding, unexercised and vested immediately prior to the Effective Time in accordance with its terms (each a "Vested Option"), was converted into the right to receive an amount in cash equal to the product of (i) the excess, if any, of the Merger Consideration over the exercise price per Share of such Vested Option in effect immediately prior to the Effective Time, multiplied by (ii) the total number of Shares subject to such Vested Option immediately prior to the Effective Time, subject to applicable withholding taxes.
- (3) At the Effective Time, each Company Stock Option that was outstanding and unvested immediately prior to the Effective Time (each, an "Unvested Option") was substituted and automatically converted into an award to receive an amount in cash equal to the product of

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(i) the excess, if any, of the Merger Consideration over the exercise price per Share of such Unvested Option in effect immediately prior to the Effective Time, multiplied by (ii) the total number of Shares subject to such Unvested Option immediately prior to the Effective Time.

- (4) 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 was substituted and automatically converted into an award to receive an amount in cash equal to the product of (i) the total number of Shares underlying such Company RSA Award and (ii) the Merger 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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