

XO GROUP INC.  
Form SC 13G/A  
February 03, 2012

SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

(Amendment Number One)

SCHEDULE 13G

Under the Securities Exchange Act of 1934

XO Group Inc.  
(Name of Issuer)

Common - Class A  
(Title of Class of Securities)

499184109  
(Cusip Number)

12/31/2011  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

CUSIP NO. 499184109 13G

1) NAME OF I.R.S. NUMBER OF REPORTING PERSON  
REPORTING  
PERSON

Wallace Tax I.D. No. 47-0654095  
R. Weitz  
&  
Company

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5) Sole Voting Power: 2,510,554

6) Shared Voting None

Power:

7) Sole Dispositive 2,510,554

Power:

8) Shared Dispositive None

Power:

9) AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

2,510,554

10) CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.

8.76%

12) TYPE OF REPORTING PERSON

IA

CUSIP NO. 499184109 13G

1) NAME OF REPORTING PERSON

Wallace R. Weitz

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)  ]  
(b)  X

2) SEC USE ONLY

3) CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of the United States of America

5) Sole Voting Power: None

6) Shared Voting 2,510,554

Power:

7) Sole Dispositive None

Power:

8) Shared Dispositive 2,510,554

Power:

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,510,554

10) CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

]

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.76%

12) TYPE OF REPORTING PERSON

IN

Item 1(a). Name of Issuer:

XO Group Inc.

Item 1(b). Address of Issuer's Principal Executive Office:

462 Broadway, 6th Floor  
New York, NY 10013

Item 2(a). Names of Persons Filing:

Wallace R. Weitz & Company

Wallace R. Weitz, President and Primary Owner of Wallace R. Weitz & Company

Item 2(b). Principal Business Address of Persons Filing:

1125 South 103rd Street, Suite 200  
Omaha, Nebraska 68124-1071

Item 2(c). Citizenship:

Wallace R. Weitz & Company – State of Nebraska

Wallace R. Weitz – Citizen of United States of America

Item 2(d). Title of Class of Securities:

Common Stock-Class A

Item 2(e). CUSIP Number:

499184109

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

(e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940. This statement is being filed by Wallace R. Weitz & Company (“Weitz & Co.”) as a registered investment adviser. All of the securities reported in this statement are owned of record by investment advisory clients of Weitz & Co. and none are owned directly or indirectly by Weitz & Co. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Weitz & Co. is the beneficial owner of any of the securities covered by the statement.

(g) Control Person. This statement is also being filed by Wallace R. Weitz (“Weitz”), President and primary owner of Weitz & Co. in the event he could be deemed to be an indirect beneficial owner of the securities reported by Weitz & Co. through the exercise of voting control and/or dispositive power over the securities as a result of his official positions or ownership of the voting securities of Weitz & Co. Mr. Weitz does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Weitz is the beneficial owner of any of the securities covered by this statement.



Item 4. Ownership:

(a) Amount Beneficially Owned:

(i) Weitz & Co.	2,510,554 Shares
(ii) Weitz	2,510,554 Shares

(b) Percent of Class:

(i) Weitz & Co.	8.76%
(ii) Weitz	8.76%

(c) Number of Shares as to which such person has:

(I) sole power to direct vote:

(i) Weitz & Co.	2,510,554
(ii) Weitz	0

(II) shared power to direct vote:

(i) Weitz & Co.	0
(ii) Weitz	2,510,554

(III) sole power to dispose:

(i) Weitz & Co.	2,510,554
(ii) Weitz	0

(IV) shared power to dispose:

(i) Weitz & Co.	0
(ii) Weitz	2,510,554

Item 5. Ownership of Five Percent or Less of a Class

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for



the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 1, 2012

WALLACE R. WEITZ & COMPANY

By: /s/ Wallace R. Weitz  
Name: Wallace R. Weitz  
Title: President

WALLACE R. WEITZ  
(Individually)

/s/ Wallace R. Weitz

Joint Filing Agreement

In accordance with Rule 13d-1 (k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this agreement as of the 1st day of February, 2012.

WALLACE R. WEITZ & COMPANY

By: /s/ Wallace R. Weitz  
Name: Wallace R. Weitz  
Title: President

WALLACE R. WEITZ  
(Individually)

/s/ Wallace R. Weitz