

infoGROUP Inc.  
Form 8-K  
October 20, 2009

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**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): October 20, 2009**

***infoGROUP Inc.***

(Exact name of Registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation)   | <b>001-34298</b><br>(Commission File Number) | <b>47-0751545</b><br>(IRS Employer Identification No.) |
| <b>5711 South 86<sup>th</sup> Circle</b><br><b>Omaha, Nebraska</b><br>(Address of principal executive offices) |  | <b>68127</b><br>(Zip Code)                             |

Registrant's telephone number, including area code: **(402) 593-4500**

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 (*see* General Instruction A.2. below):

- 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))
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**Item 8.01. Other Events.**

On October 20, 2009, *infoGROUP* Inc. ( *infoGROUP* ) issued a press release announcing that it has reached an agreement in principle to resolve an investigation by the Securities and Exchange Commission. A copy of the press release, filed with this report as Exhibit 99.1, is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed pursuant to Item 8.01:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press Release of <i>infoGROUP</i> dated October 20, 2009. |

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**SIGNATURES**

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.

*infoGROUP* Inc.  
(Registrant)

By: /s/ Thomas J. McCusker  
Thomas J. McCusker  
Secretary and Executive Vice President  
for Business Conduct and General  
Counsel

Date: October 20, 2009

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