

NEUSTAR INC
Form 8-K/A
July 07, 2006

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

**FORM 8-K/A
Amendment No. 1
CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) April 19, 2006
NeuStar, Inc.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
Of incorporation)

001-32548
(Commission
File Number)

52-2141938
(IRS Employer
Identification No.)

46000 Center Oak Plaza
Sterling, Virginia
(Address of principal executive offices)

20166
(Zip Code)

(571) 434-5400

(Registrant's telephone number, including area code.)

N/A

(Former name and former address, if changed since last report.)

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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Explanatory Note

On April 19, 2006, NeuStar, Inc. (Parent) entered into an Agreement and Plan of Merger (the Merger Agreement) with UDNS Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (Merger Sub), UltraDNS Corporation, a Delaware corporation (the Company), and Ron Lachman, solely in his capacity as the Holder Representative (the Holder Representative).

On April 21, 2006, the Parent completed the merger (the Merger) with the Company pursuant to the Merger Agreement, dated April 19, 2006. On April 25, 2006, the Registrant filed a Current Report on Form 8-K (the Current Report) to report the Merger. This Current Report on Form 8-K/A is being filed to amend Item 9.01 of the Current Report. This Current Report on Form 8-K/A provides the financial statements of the business acquired as required by Item 9.01(a) and the pro forma financial information required by Item 9.01(b), which financial statements and information were not included in the Current Report filed on April 25, 2006.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

The following audited financial statements are attached hereto as Exhibit 99.3 and are incorporated herein by reference:

- Report of Independent Auditors
- Balance Sheet as of December 31, 2005
- Statement of Operations for the year ended December 31, 2005
- Statement of Stockholders' Deficit for year ended December 31, 2005
- Statement of Cash Flows for the year ended December 31, 2005
- Notes to Financial Statements

(b) Pro Forma Unaudited Financial Information

The following unaudited pro forma consolidated financial information is attached hereto as Exhibit 99.4 and is incorporated herein by reference:

- Unaudited Pro Forma Condensed Consolidated Balance Sheet as of December 31, 2005
- Unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2005
- Notes to Unaudited Pro Forma Consolidated Financial Statements

(d) Exhibits

The following materials are attached as exhibits to this Current Report on Form 8-K/A:

**Exhibit
Number**

Description

- | | |
|-------|--|
| 2.1* | Agreement and Plan of Merger, dated April 19, 2006, by and among NeuStar, Inc., UDNS Merger Sub, Inc., UltraDNS Corporation, and Ron Lachman as the Holder Representative. |
| 23.1 | Consent of Independent Accountants |
| 99.1* | Press Release of NeuStar, Inc., dated April 19, 2006. |
| 99.2* | Press Release of NeuStar, Inc., dated April 21, 2006. |
| 99.3 | Audited balance sheet as of December 31, 2005 and statements of operations, stockholders' deficit and cash flows for the year ended December 31, 2005 and the notes thereto, of UltraDNS Corporation, and the report of independent auditors |
| 99.4 | Unaudited pro forma condensed consolidated balance sheet as of December 31, 2005, and unaudited pro forma consolidated statement of operations for the year ended December 31, 2005, and the notes thereto of NeuStar, Inc. and UltraDNS Corporation |

* Previously filed
as an exhibit to
NeuStar, Inc.'s
Current Report
on Form 8-K,
filed with the
Securities and
Exchange
Commission on
April 25, 2006
(file no.
001-32548).

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.

Date: July 7, 2006

NEUSTAR, INC.

By: /s/ Jeffrey E. Ganek

Name: Jeffrey E. Ganek

Title: Chairman of the Board of Directors and
Chief Executive Officer

Exhibit Index

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23.1	Consent of Independent Accountants
99.3	Audited balance sheet as of December 31, 2005 and statements of operations, stockholders' deficit and cash flows for the year ended December 31, 2005 and the notes thereto, of UltraDNS Corporation, and the report of independent auditors
99.4	Unaudited pro forma condensed consolidated balance sheet as of December 31, 2005, and unaudited pro forma consolidated statement of operations for the year ended December 31, 2005, and the notes thereto of NeuStar, Inc. and UltraDNS Corporation