

IVILLAGE INC
Form 3
March 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| NBC Universal, Inc. | | (Month/Day/Year) | IVILLAGE INC [IVIL] | |
| (Last) | (First) | (Middle) | 03/03/2006 | |
| 30 ROCKEFELLER PLAZA | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK, NY 10112 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$.01 per share | 0 ⁽¹⁾ | I | <u> </u> ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NBC Universal, Inc. 30 ROCKEFELLER PLAZA NEW YORK, NY 10112 | ^ | ^ X | ^ | ^ |
| National Broadcasting CO Holding, Inc. 30 ROCKEFELLER PLAZA NEW YORK, NY 10112 | ^ | ^ X | ^ | ^ |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Elizabeth Newell, Assistant Secretary
03/13/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
By virtue of that certain Voting Agreement, dated as of March 3, 2006, among NBC Universal, Inc. ("NBCU") and Hearst Communications, Inc., (the "Voting Agreement"), NBCU may be deemed a beneficial owner pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of 18,184,653 shares of common stock of the Issuer. The filing of this Form shall not be deemed an admission that NBCU, National Broadcasting Company Holding, Inc. ("NBC Holding"), or General Electric Company ("GE") is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer.
- (1) NBCU is a party to the Voting Agreement. NBCU is an 80% owned subsidiary of NBC Holding which in turn is a wholly-owned subsidiary of GE.

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Remarks:

See Exhibit 99.1 for Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.