

infoGROUP Inc.
Form DEFA14A
June 21, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

infoGROUP Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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FOR IMMEDIATE RELEASE

June 21, 2010

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Infogroup Reminds Stockholders to Vote FOR the CCMP Merger Today

(OMAHA, NE) Infogroup (NASDAQ: IUSA) (Infogroup or the Company) today reminded stockholders to vote FOR the adoption of the merger agreement with affiliates of CCMP Capital Advisors, LLC (CCMP) at the Company s upcoming Special Meeting of Stockholders on Tuesday, June 29, 2010. Infogroup stockholders of record as of the close of business on May 27, 2010 are entitled to vote at the Special Meeting.

Infogroup urges all stockholders to consider the following:

The Infogroup Board of Directors, acting upon the unanimous recommendation of the independent M&A Committee, has unanimously concluded that CCMP s \$8.00 per share cash offer is in the best interests of the Company and its stockholders and provides stockholders with **certain, full, fair and immediate value**.

The \$8.00 per share offer represents a **significant premium** of approximately 22% to Infogroup s per share price on the last trading day prior to press reports regarding Infogroup s participation in a sale process. In fact, prior to the press reports, the Company s shares never closed above \$8.00 on any trading day in the two years leading up to the CCMP transaction announcement .

The Company conducted a **robust sale process**, engaging more than 50 potential strategic and financial buyers, to obtain the highest price available. In addition, **the Company conducted a go-shop process following signing of the merger agreement to maximize value**, and actively solicited superior offers for 21 days following the CCMP announcement. No additional proposals were received, confirming that the CCMP transaction is the best available offer for Infogroup.

The Board believes that there is **risk of a material decline in Infogroup s share price if the Merger does not close**, particularly in light of the significant increase in the Company s share price that occurred subsequent to the press reports regarding Infogroup s participation in a sale process. The risk of a material decline in value is due to a number of factors including the Company s recent financial underperformance, increased competition and significant execution risks associated with the strategic plan.

For all of these reasons, the Infogroup Board of Directors urges all Infogroup stockholders to vote FOR the adoption of the merger agreement with CCMP today.

The Infogroup Board of Directors urges stockholders to vote **FOR** the adoption of the merger agreement. Infogroup stockholders who have any questions or need assistance voting their shares should contact Innisfree M&A Incorporated, which is assisting the Company in this matter, toll-free at (877) 456-3510.

About Infogroup

infoGROUP, Inc. (NASDAQ: IUSA) is the leading provider of data and interactive resources that enables targeted sales, effective marketing and insightful research solutions. Our information powers innovative tools and insight for businesses to efficiently reach current and future customers through multiple channels, including the world's most dominant and powerful Internet search engines and GPS navigation systems. Infogroup's headquarters are located at 5711 South 86th Circle, Omaha, NE 68127. For more information, call (402) 593-4500 or visit www.infogroup.com.

Additional Information

In connection with the Merger, *infoGROUP* has filed a definitive proxy statement and other relevant documents concerning the transaction with the SEC. STOCKHOLDERS OF *infoGROUP* ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Investors and security holders can obtain free copies of the definitive proxy statement and other documents in the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1 800 SEC 0330 for further information on the public reference room. Copies of the definitive proxy statement and other documents *infoGROUP* files with the SEC may also be obtained by mail, upon payment of the SEC's customary fees, by writing to the SEC's principal office at 100 F Street, NE, Washington D.C. 20549. Our SEC filings, including the definitive proxy statement, are also available to the public, free of charge, at the SEC's website at <http://www.sec.gov>. You also may obtain free copies of the documents *infoGROUP* files with the SEC by going to the Financial Information subsection of our Investors Relations section of our website at <http://ir.infogroup.com/sec.cfm>. Our website address is provided as an inactive textual reference only. Information regarding the identity of the persons who may, under SEC rules, be deemed to be participants in the solicitation of stockholders of *infoGROUP* in connection with the transaction, and their interests in the solicitation, is set forth in the definitive proxy statement that was filed by *infoGROUP* with the SEC on May 28, 2010.

Forward-Looking Statements

This document includes forward looking statements based on estimates and assumptions. Forward-looking statements include statements containing words such as believes, estimates, anticipates, continues, contemplates, expects, will, could, should or would or other similar words or phrases. Statements also include statements pertaining to: the future performance of Infogroup's stock price, the future of the operating environment in the Company's industry, the implications of current financial performance on future results and the ability of the Company to meet its future forecasts. These statements, which are based on information currently available to us, are not guarantees of future performance and may involve risks and uncertainties that could cause our actual growth, results of operations, performance and business prospects, and opportunities to materially differ from those expressed in, or implied by, these statements. These forward-looking statements speak only as of the date on which the statements were made and we expressly disclaim any obligation to release publicly any updates or revisions to any forward-looking statement included in this document or elsewhere. These statements are subject to risks, uncertainties, and other factors, including, among others:

- the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement;

- the inability to complete the Merger due to the failure to obtain stockholder approval or the failure to satisfy other conditions to consummation of the Merger;

- the failure of CCMP to obtain the necessary debt or equity financing;

- the failure of the Merger to close for any other reason;

- that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the Merger;

- the effect of the announcement of the Merger on our customer relationships, operating results and business generally;

- the ability to recognize the benefits of the Merger;

- the amount of the costs, fees, expenses and charges related to the Merger;

and other risks detailed in our current filings with the SEC, including our most recent filings on Forms 10 Q and 10 K. Many of the factors that will determine our future results are beyond our ability to control or predict. In light of the significant uncertainties inherent in the forward-looking statements contained herein, readers should not place undue reliance on forward-looking statements, which reflect management's views only as of the date hereof. We cannot guarantee any future results, levels of activity, performance or achievements. The statements made in this document represent our views as of the date hereof, and it should not be assumed that the statements made herein remain accurate as of any future date. Moreover, we assume no obligation to update forward-looking statements or update the reasons that actual results could differ materially from those anticipated in forward-looking statements, except as required by law.