

infoGROUP Inc.  
Form 8-K  
December 23, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): December 18, 2008**

***infoGROUP Inc.***

(Exact name of Registrant as Specified in Its Charter)

|  |  |  |
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| <b>Delaware</b><br>(State or Other Jurisdiction of<br>Incorporation) | <b>0-19598</b><br>(Commission File Number) | <b>47-0751545</b><br>(IRS Employer Identification No.) |
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**5711 South 86<sup>th</sup> Circle**  
**Omaha, Nebraska**  
(Address of Principal Executive Offices)

**68127**  
(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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 18, 2008, the Compensation Committee adopted a form of Restricted Stock Unit Agreement for restricted stock units granted to employees under the Company's Amended and Restated 2007 Omnibus Incentive Plan. This form is attached as Exhibit 10.01 hereto and is incorporated herein by reference.

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**Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits:

| <i>Exhibit<br/>Number</i> | <i>Description</i>                        |
|---------------------------|---|
| 10.1                      | Form of Restricted Stock Unit Agreement.* |

\* Filed herewith.

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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.*

By: /s/ John H. Longwell

John H. Longwell  
Secretary

Date: December 23, 2008

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**EXHIBIT INDEX**

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