

NOLAN PETER J
Form 4
August 28, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
NOLAN PETER J

(Last) (First) (Middle)

11111 SANTA MONICA
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FTD Group, Inc. [FTD]

3. Date of Earliest Transaction
(Month/Day/Year)
08/26/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	08/26/2008		U ⁽²⁾		9,183,539	D	<u>(3)</u> 0 ⁽²⁾
Common Stock, par value \$0.01 per share	08/26/2008		U ⁽²⁾		15,000	D	<u>(4)</u> 0 ⁽²⁾

By Green Equity Investors IV, L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(3) Green Equity Investors IV, L.P. received \$93,212,920.85 cash and 3,753,312 shares of United Online, Inc. in consideration of its shares of FTD Group. The total value of the consideration received was \$14.62 per share of FTD Group, or \$134,263,340.18 total, based on the closing price of United Online, Inc. of \$10.93 per share on August 26, 2008.

(4) Peter J. Nolan received \$152,250.00 cash and 6,130 shares of United Online, Inc. in consideration of his shares of FTD Group. The total value of the consideration received was \$14.62 per share of FTD Group, or \$219,300.00 total, based on the closing price of United Online, Inc. of \$10.93 per share on August 26, 2008.

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