NOLAN PETER J

Form 4 August 28, 2008

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **NOLAN PETER J**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

(Street)

(State)

FTD Group, Inc. [FTD]

(Check all applicable)

11111 SANTA MONICA **BOULEVARD, SUITE 2000** 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director Officer (give title below)

_X__ 10% Owner _ Other (specify

08/26/2008

(Zin)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

LOS ANGELES, CA 90025

(City)

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Sec	urities	Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Appr Disposed of (Instr. 3, 4 and Amount	of (D)	ed (A)	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)
Common Stock, par value \$0.01 per share	08/26/2008		U(2)	9,183,539	D	(3)	0 (2)	I (1)	By Green Equity Investors IV, L.P.
Common Stock, par value \$0.01 per share	08/26/2008		U(2)	15,000	D	<u>(4)</u>	0 (2)	D	

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
NOLAN PETER J						
11111 SANTA MONICA BOULEVARD, SUITE 2000	X	X				
LOS ANGELES, CA 90025						

Signatures

/s/ Julia Chang, as Attorney-in-Fact for Peter J. Nolan

08/28/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(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).

The 9,183,539 shares of common stock of the Issuer reported herein are owned directly by Green Equity Investors IV, L.P. ("GEI"). Peter J. Nolan is a member of GEI Capital IV, LLC, which is the general partner of GEI; a partner of Leonard Green & Partners, L.P., which is the management company of GEI; and a member of Green Partnership Holdings, LLC, which is a limited partner of GEI. Mr. Nolan

- directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by GEI and, therefore, a "ten percent holder" hereunder. Mr. Nolan disclaims beneficial ownership of the securities owned by GEI, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Nolan is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- Pursuant to a merger agreement approved at a shareholder meeting held August 25, 2008, each outstanding share of FTD Group was converted into \$10.15 cash and 0.4087 shares of United Online, Inc. on August 26, 2008.

Reporting Owners 2

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- 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.
- 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.

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.