

LoopNet, Inc.
Form 425
April 28, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): April 27, 2011

LoopNet, Inc.

(Exact Name of Registrant as Specified in its Charter)

**Delaware
(State or Other Jurisdiction of
Incorporation or Organization)**

**000-52026
(Commission File Number)**

**77-0463987
(I.R.S. Employer Identification
No.)**

**185 Berry Street, Suite 4000
San Francisco, CA 94107
(Address of Principal Executive Offices)**

**94107
(Zip Code)**

**(415) 243-4200
(Registrant's Telephone Number, Including Area Code)**

N/A

(Former name or former address, if changed since last report)

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:

- 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 1.01 Entry Into a Material Definitive Agreement.

Merger Agreement. On April 27, 2011, LoopNet, Inc. (LoopNet) entered into an Agreement and Plan of Merger (the Merger Agreement) with CoStar Group, Inc., a Delaware corporation (CoStar) and Lonestar Acquisition Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of CoStar (Merger Subsidiary), pursuant to which Merger Subsidiary will be merged with and into LoopNet (the Merger), with LoopNet surviving as a wholly-owned subsidiary of CoStar.

Subject to the terms and conditions of the Merger Agreement, at the effective time of the Merger, each outstanding share of LoopNet s common stock will be converted into the right to receive a unit consisting of (i) \$16.50 in cash, without interest, and (ii) 0.03702 shares of CoStar