

XO GROUP INC.
Form 4
September 24, 2015

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 *
LIU DAVID

(Last) (First) (Middle)

C/O XO GROUP INC., 195 BROADWAY, 25TH FLOOR

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XO GROUP INC. [XOXO]

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2015

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/22/2015 | | S ⁽¹⁾ | 3,300 D | \$ 13.9718 617,722 | D | |
| | | | | | (2) | | |
| Common Stock | 09/23/2015 | | S ⁽¹⁾ | 3,300 D | \$ 13.8793 614,422 | D | |
| | | | | | (3) | | |
| Common Stock | 09/24/2015 | | S ⁽¹⁾ | 3,300 D | \$ 14.1211 611,122 | D | |
| | | | | | (4) | | |
| Common Stock | | | | | 446,577 | I | By wife |

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- (1) This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by reporting person.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.83 to \$14.11, inclusive. The reporting person undertakes to provide to XO Group Inc., any security holder of XO Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.85 to \$13.95, inclusive. The reporting person undertakes to provide to XO Group Inc., any security holder of XO Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.86 to \$14.32, inclusive. The reporting person undertakes to provide to XO Group Inc., any security holder of XO Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4) Shares owned of record by GRAT over which the reporting person has indirect beneficial ownership.

- (5) Shares owned of record by GRAT over which the reporting person's wife has indirect beneficial ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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