

XO GROUP INC.  
Form 8-K  
February 09, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**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): **February 3, 2012**

**XO Group Inc.**

(Exact Name of Registrant as Specified in its Charter)

Delaware	0-28271	13-3895178
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

195 Broadway, 25th Floor, New York, New York	10007
(Address of Principal Executive Offices)	(Zip Code)

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Registrant's telephone number, including area code: **(212) 219-8555**

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

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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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 3, 2012, the Compensation Committee of the Board of Directors approved the base salaries of the Company's executive officers in effect March 1, 2012. The base salaries are set forth on Exhibit 99.1 attached hereto, which is incorporated by reference into this report.

**Item 9.01.**

**Financial Statements and Exhibits.**

(d)Exhibits. The following documents are included as exhibits to this report:

99.1 Executive Officer Base Salaries.

**SIGNATURE**

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.

**XO GROUP INC.**  
(Registrant)

Date: February 9, 2012 By: /s/ JOHN P. MUELLER  
John P. Mueller  
Chief Financial Officer

**EXHIBIT INDEX**

99.1 Executive Officer Base Salaries.