

XO GROUP INC.  
Form 8-K/A  
October 04, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 25, 2017**

**XO Group Inc.**

(Exact Name of Registrant as Specified in its Charter)

<b>Delaware</b>	<b>001-35217</b>	<b>13-3895178</b>
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

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

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

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **Explanatory Note**

This Current Report on Form 8-K/A (the “Amendment”) is being filed as an amendment to the Current Report on Form 8-K filed by XO Group Inc. (the “Company”) on May 25, 2017 (the “Original 8-K”). The Original 8-K was filed with the Securities and Exchange Commission to report the results of the matters submitted to a vote by the Company’s stockholders at the Company’s 2017 Annual Meeting of Stockholders held on May 25, 2017 (the “Annual Meeting”). The sole purpose of this Amendment is to disclose, in accordance with Item 5.07(d) of Form 8-K, the Company’s decision as to how frequently the Company will conduct future stockholder advisory votes to approve the compensation of the Company’s named executive officers. Except as set forth herein, no other modifications have been made to the Original 8-K.

### **Item 5.07 Submission of Matters to a Vote of Security Holders**

(d) Consistent with the recommendation of the Board of Directors of the Company as set forth in the Company’s proxy statement for its Annual Meeting and the vote of the stockholders at the Annual Meeting, the Company intends to include an advisory vote to approve the compensation of the Company’s named executive officers every year until the next required stockholder vote on the frequency of stockholder votes on the compensation of the Company’s named executive officers.

**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: October 3, 2017 By: /s/ GILLIAN MUNSON

Gillian Munson

*Chief Financial Officer and Secretary*