

ENGAGE INC  
Form 8-K  
August 12, 2003

# 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

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Date of Report (Date of earliest event reported): August 4, 2003

## ENGAGE, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

000-26671  
(Commission  
File Number)

04-3281378  
(IRS Employer  
Identification No.)

100 Brickstone Square, Andover, MA

(Address of principal executive offices)

01810

(Zip Code)

Registrant's telephone number, including area code: (978) 684-3884

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**Item 2. Acquisition or Disposition of Assets.**

On August 4, 2003, Engage Inc., a Delaware corporation ( "Engage" ), announced the completion of the sale of substantially all of its assets and operations to JDA Software Group, Inc. ( "JDA" ) pursuant to an asset purchase agreement dated as of July 25, 2003 (the "Agreement" ) between Engage and JDA, a copy of which is attached hereto as Exhibit 2.1 and is hereby incorporated by reference. Engage received \$3 million in cash plus the assumption of liabilities in the range of \$650,000 to \$850,000.

Engage anticipates that the proceeds of the foregoing sale will be used to pay the claims of certain creditors in accordance with the provisions of the U.S. Bankruptcy Code. Engage does not believe that it is likely that there will be any recovery for the Company's stockholders.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits.

**Exhibit**

<u>No.</u>	<u>Description</u>
2.1	Asset Purchase Agreement between Engage, Inc. and JDA Software Group, Inc. dated as of July 25, 2003.
99.1	Press release dated August 5, 2003 of Engage, Inc.

**SIGNATURES**

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.

ENGAGE, INC.

(Registrant)

Date: August 12, 2003

By:

/s/ LISA McALISTER

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**Lisa McAlister**  
**Chief Financial Officer**

**EXHIBIT INDEX**

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