

Edgar Filing: infoGROUP Inc. - Form SC 13D/A

infoGROUP Inc.
Form SC 13D/A
May 25, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Infogroup Inc.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

45670G108

(CUSIP Number)

Anna Marie Lopez
Hotchkis and Wiley Capital Management, LLC
725 South Figueroa Street, 39th floor
Los Angeles, California 90017-5439
(213) 430-1896

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 19, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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13D

=====
 CUSIP No. 45670G108
 =====

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Hotchkis and Wiley Capital Management, LLC 95-4871957

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a)
 (b)
 2

 3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)
 4
 OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
 []
 5

 CITIZENSHIP OR PLACE OF ORGANIZATION
 6
 Delaware

| | | |
|--------------|----|--------------------------|
| | | SOLE VOTING POWER |
| NUMBER OF | 7 | 2,716,000 |
| SHARES | | ----- |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | -0- |
| EACH | | ----- |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON WITH | | 4,952,400 |
| | | ----- |
| | 10 | SHARED DISPOSITIVE POWER |
| | | -0- |

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 11
 4,952,400 shares (Ownership disclaimed pursuant to Section 13d-4
 of the 1934 Act)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (See Instructions) []
 12

 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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13

8.5%

TYPE OF REPORTING PERSON (See Instructions)

14

IA

This Amendment No. 2 (this "Amendment") amends that certain Statement on Schedule 13D filed on April 6, 2010, as amended by that certain Amendment No. 1 filed on May 14, 2010, (collectively, the 'Schedule 13D') which relates to the Common Shares of Infogroup, Inc. (the "Company" or "Issuer"). The Company's principal offices are located at 5711 South 86th Circle, Omaha, Nebraska 68127.

This Amendment is being filed to report a change in beneficial ownership in excess of 1% of the total amount of shares outstanding. All items or responses not described herein remain as previously reported in the Schedule D.

Item 3. Source And Amount Of Funds And Other Consideration

HWCM purchased the Common Shares on behalf of its clients in the ordinary course of business, using the investment capital of its clients. The Common Shares were acquired at an average price of approximately \$6.81 per share (including commissions). The amount of investment capital used to purchase the Common Shares was approximately \$33,742,121 (including commissions).

Item 5. Interest In Securities Of The Issuer

(a) The percentage amount set forth in Row 13 for the cover page filed herewith is calculated based upon the 57,960,128 shares of Common Stock outstanding as of April 30, 2010 reported in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:
2,716,000

(ii) Shared power to vote or to direct the vote:
0

(iii) Sole power to dispose or to direct the disposition of:
4,952,400

(iii) Shared power to dispose or to direct the disposition of:
0

Note that certain of HWCM's clients have retained voting power over the Common Shares that they beneficially own. Accordingly, HWCM has the power to dispose of more Common Shares than it can vote.

(c) Information concerning transactions relating to the shares offered through open market transactions by the reporting persons during the past sixty days are listed below.

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| Transaction date | Shares purchased/(sold) | Price per share |
|------------------|-------------------------|-----------------|
| 04/19/2010 | 63,000 | \$ 8.0005 |
| 04/20/2010 | 24,200 | \$ 8.0461 |
| 04/21/2010 | 20,300 | \$ 8.1857 |
| 04/22/2010 | 15,200 | \$ 8.1235 |
| 04/23/2010 | 19,300 | \$ 8.1557 |
| 04/26/2010 | 20,000 | \$ 8.1477 |
| 04/27/2010 | 15,000 | \$ 7.9982 |
| 04/28/2010 | 12,900 | \$ 8.0186 |
| 04/29/2010 | 6,500 | \$ 8.0200 |
| 04/30/2010 | 20,000 | \$ 8.0292 |
| 05/03/2010 | 19,900 | \$ 8.0091 |
| 05/04/2010 | 16,300 | \$ 8.0100 |
| 05/05/2010 | 51,200 | \$ 8.0040 |
| 05/06/2010 | 64,900 | \$ 7.9510 |
| 05/06/2010 | 598,000 | \$ 7.9000 |
| 05/07/2010 | 25,000 | \$ 7.9523 |
| 05/07/2010 | 200,000 | \$ 7.9000 |
| 05/10/2010 | 65,300 | \$ 7.9066 |
| 05/11/2010 | 5,000 | \$ 7.9247 |
| 05/14/2010 | 12,900 | \$ 7.9446 |
| 05/17/2010 | 13,700 | \$ 7.9601 |
| 05/18/2010 | 35,800 | \$ 7.9699 |
| 05/19/2010 | 54,700 | \$ 7.9569 |
| 05/19/2010 | 296,600 | \$ 7.9300 |

(d) The securities as to which this Schedule is filed by HWCM, in its capacity as investment adviser, are held in client custodial accounts for the benefit of the clients. These clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities. HWCM disclaims beneficial ownership of all securities owned for the benefit of its clients.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 25, 2010

Hotchkis and Wiley Capital Management, LLC

By: /s/ Anna Marie Lopez
Name: Anna Marie Lopez
Title: Chief Operating Officer