

GUPTA VINOD
Form SC 13G/A
February 17, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 18)***

***info*GROUP Inc.**

(Name of Issuer)

Common Stock, \$0.0025 par value

(Title of Class of Securities)

456818 30 1

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 456818 30 1

NAMES OF REPORTING PERSONS

1
Vinod Gupta

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5
NUMBER OF 22,716,992⁽¹⁾

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
65,000⁽²⁾

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
22,716,992⁽¹⁾

WITH: **8** SHARED DISPOSITIVE POWER
65,000⁽²⁾

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
22,781,992⁽¹⁾⁽²⁾

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

40.0%⁽³⁾

TYPE OF REPORTING PERSON

12

IN

(1) Of such 22,716,992 shares of Common Stock, (i) the reporting person is the direct beneficial owner of 17,704,297 shares of Common Stock and 149,999 shares of Common Stock issuable upon the exercise of options vested as of December 31, 2008 or vesting within 60 days of that date; (ii) the reporting person is the indirect beneficial owner of (A) 700,000 shares held by the World Education Foundation, (B) 107,500 shares of Common Stock held by the Vinod Gupta Charitable Remainder Trust, (C) 500,000 shares of Common Stock held by the Vinod Gupta 2008 Irrevocable Annuity Trust, (D) 1,000,000 shares of Common Stock held by the Vinod Gupta 2008 Irrevocable Annuity Trust II, and (E) 2,555,196 shares held by irrevocable trusts for three adult children.

(2) Of such 65,000 shares of Common Stock, the reporting person is the indirect beneficial owner of 65,000 shares held by the reporting person's spouse.

(3) Based on 57,169,029 shares, (i) as of December 31, 2008, there were 57,019,030 shares of Common Stock outstanding and (ii) the reporting person is the direct beneficial owner of 149,999 shares of Common Stock issuable upon the exercise of options vested as of December 31, 2008 or vesting within 60 days of that date.

Item 1.

(a) **Name of Issuer:** *info*GROUP Inc.

(b) **Address of Issuer's Principal Executive Offices:** 5711 South 86th Circle, Omaha, Nebraska 68127

Item 2.

(a) **Name of Person Filing:** Vinod Gupta

(b) **Address of Principal Business Office or, if None, Residence:** 5711 South 86th Circle, Omaha, Nebraska 68127

(c) **Citizenship:** United States of America

(d) **Title of Class of Securities:** Common Stock, \$0.0025 par value

(e) **CUSIP No.:** 456818 30 1

Item 3. If This Statement is Filed Pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) **Amount beneficially owned:** 22,781,992

(b) **Percent of class:** 40.0%⁽³⁾

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

(i) **Sole power to vote or to direct the vote:** 22,716,992⁽¹⁾

(ii) **Shared power to vote or to direct the vote:** 65,000⁽²⁾

(iii) **Sole power to dispose or to direct the disposition of:** 22,716,992⁽¹⁾

(iv) **Shared power to dispose or to direct the disposition of:** 65,000⁽²⁾

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

- (1) Of such
22,716,992
shares of
Common Stock,
(i) the reporting
person is the
direct beneficial
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17,704,297
shares of
Common Stock
and 149,999
shares of
Common Stock
issuable upon
the exercise of
options vested
as of
December 31,
2008 or vesting
within 60 days
of that date;
(ii) the reporting
person is the
indirect
beneficial owner
of (A) 700,000
shares held by
the World
Education
Foundation,
(B) 107,500
shares of
Common Stock
held by the
Vinod Gupta

Charitable
Remainder
Trust,
(C) 500,000
shares of
Common Stock
held by the
Vinod Gupta
2008
Irrevocable
Annuity Trust,
(D) 1,000,000
shares of
Common Stock
held by the
Vinod Gupta
2008
Irrevocable
Annuity Trust
II, and
(E) 2,555,196
shares held by
irrevocable
trusts for three
adult children.

- (2) Of such 65,000
shares of
Common Stock,
the reporting
person is the
indirect
beneficial owner
of 65,000 shares
held by the
reporting
person's spouse.
- (3) Based on
57,169,029
shares, (i) as of
December 31,
2008, there were
57,019,030
shares of
Common Stock
outstanding and
(ii) the reporting
person is the
direct beneficial
owner of

149,999 shares
of Common
Stock issuable
upon the
exercise of
options vested
as of December
31, 2008 or
vesting within
60 days of that
date.

SIGNATURE

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.

February 13, 2009

Date

Signature

Vinod Gupta

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)