

infoGROUP Inc.  
Form 8-K  
December 31, 2008

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

**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): December 23, 2008**

***infoGROUP Inc.***  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-19598**  
(Commission File Number)

**47-0751545**  
(IRS Employer Identification No.)

**5711 South 86<sup>th</sup> Circle  
Omaha, Nebraska**  
(Address of principal executive  
offices)

**68127**  
(Zip Code)

Registrant's telephone number, including area code: **(402) 593-4500**

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 (*see* General Instruction A.2. below):

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

As previously disclosed in the Company's Current Report on Form 8-K filed by *infoGROUP* Inc. (the Company) on August 21, 2008, the Company's Board of Directors appointed Bill L. Fairfield as Chief Executive Officer of the Company effective August 20, 2008.

In connection with his appointment as Chief Executive Officer, the Company entered into an employment agreement with Mr. Fairfield on December 23, 2008. The Agreement provides for an annual base salary of \$750,000 per year and the opportunity for annual cash incentives based upon achievement of individual and objective Company performance criteria. Mr. Fairfield may also be entitled to other long-term incentives which may be awarded from time to time.

Mr. Fairfield's agreement includes a right to receive severance payments under certain conditions. As part of the agreement, Mr. Fairfield has agreed to post-employment non-competition and non-solicitation obligations.

A copy of Mr. Fairfield's employment agreement is attached as Exhibit 10.1, and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

10.1 Employment Agreement between *infoGROUP* Inc. and Bill L. Fairfield, dated December 23, 2008.

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**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.

*infoGROUP Inc.*

By: /s/ John H. Longwell  
John H. Longwell  
Secretary

Date: December 31, 2008