

MOVE INC

FORM 8-K (Current report filing)

Filed 11/21/11 for the Period Ending 11/18/11

Address	30700 RUSSELL RANCH RD WESTLAKE VILLAGE, CA 91362
Telephone	8055572300
CIK	0001085770
Symbol	MOVED
SIC Code	6531 - Real Estate Agents and Managers
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

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): November 18, 2011

Move, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-26659
(Commission
File Number)

95-4438337
(IRS Employer
Identification No.)

910 East Hamilton Avenue
Campbell, California 95008
(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code: **(408) 558-3700**

(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 (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))
-

TABLE OF CONTENTS

Item 3.03 Material Modifications to Rights of Securities Holders

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

Item 8.01 Other Events.

Item 9.01 Financial Statements and Exhibits.

SIGNATURE

EXHIBIT INDEX

EXHIBIT 3.1

EXHIBIT 99.1

Item 3.03 Material Modifications to Rights of Securities Holders

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On November 18, 2011, Move, Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment of the Company’s Restated Certificate of Incorporation (the “Certificate of Amendment”) to effect a 1-for-4 reverse stock split of its common stock (the “Reverse Stock Split”) and to decrease the number of authorized shares of common stock from 500,000,000 shares to 125,000,000 shares. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

The Company previously announced, in a Current Report on Form 8-K filed on February 10, 2011, that the Company’s Board of Directors had authorized the Reverse Stock Split subject to stockholder approval, and the Company subsequently announced, in a Current Report on Form 8-K filed on June 20, 2011, that the Company’s stockholders had approved the Reverse Stock Split.

The Reverse Stock Split became effective as of 5:00 p.m., Eastern time, on November 18, 2011, at which time every four (4) shares of the Company’s issued and outstanding common stock were automatically combined into one (1) issued and outstanding share of the Company’s common stock, without any change in the par value per share.

Trading of the Company’s common stock will continue on the NASDAQ Global Select Market (“NASDAQ”), on a Reverse Stock Split-adjusted basis. To reflect the Reverse Stock Split, NASDAQ will append the character, “D,” to the Company’s “MOVE” ticker symbol for 20 trading days, beginning November 21, 2011. During that time, the Company’s common stock will continue to be listed on NASDAQ and trade under the symbol “MOVED.” Trading will resume under the “MOVE” symbol after the 20-day period has expired. The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 62458M 207.

Regarding pre-reverse split shares held in book-entry form, the Company’s transfer agent (currently BNY Mellon Shareowner Services) will send the stockholder a statement of the number of post-Reverse Stock Split shares of common stock held, in book-entry form, on behalf of the stockholder, including fractional shares as applicable. Regarding pre-reverse split shares held in certificate form, the Company’s transfer agent will send the stockholder instructions regarding the exchange of outstanding pre-split stock certificates for book-entry shares of the company’s common stock reflecting the Reverse Stock Split, including fractional shares as applicable. In cases where a stockholder’s total number of shares owned before the Reverse Stock Split is not evenly divisible by four, then the number of post-reverse split shares issued to that stockholder will be rounded downward to the nearest ten-thousandth of a share. Proportional adjustments will be made to the Company’s equity compensation plans to reflect the Reverse Stock Split.

Item 8.01 Other Events.

On November 21, 2011, the Company issued a press release announcing the completion of the Reverse Stock Split. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 3.1 Certificate of Amendment of the Company’s Restated Certificate of Incorporation
 - 99.1 Press release dated November 21, 2011, announcing implementation of the Reverse Stock Split
-

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.

MOVE, INC.

Date: November 21, 2011

By: /s/ James S. Caulfield
James S. Caulfield
Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of the Company's Restated Certificate of Incorporation
99.1	Press release dated November 21, 2011, announcing implementation of the Reverse Stock Split

Certificate of Amendment of the Company's Restated Certificate of Incorporation**CERTIFICATE OF AMENDMENT TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
MOVE, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Move, Inc. (the "Corporation"), a corporation organized under and existing by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

1. The Restated Certificate of Incorporation is hereby amended by deleting Article IV, Section (a) thereof and inserting the following in lieu thereof:

"The Corporation is authorized to issue two classes of shares which shall be designated as Common Stock, \$0.001 par value per share, and Preferred Stock, \$0.001 par value per share. The total number of shares that the Corporation is authorized to issue is 125,000,000 shares of Common Stock and 10,000,000 shares of Preferred Stock"

An additional paragraph shall be added to the text at the end of Article IV that shall read as follows:

"Effective as of 5:00 p.m., Eastern time, on the date this Certificate of Amendment to the Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the "Effective Time"), each four shares of the Corporation's Common Stock, par value \$0.001 per share, issued and outstanding or held by the Corporation as treasury stock shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one share of Common Stock, par value \$0.001 per share, of the Corporation. Fractional shares shall be issued as applicable."

2. The foregoing amendment was effected pursuant to a resolution of the Board of Directors of the Corporation.

3. Thereafter, pursuant to a resolution by the Board of Directors, said amendment was submitted to the stockholders of the Corporation for their approval in accordance with the provisions of Section 242 of the DGCL, and the necessary number of shares as required by statute were voted in favor of the amendment. Accordingly, said proposed amendment has been duly adopted in accordance with Section 242 of the DGCL.

Dated: November 14, 2011

By: /s/Steven H. Berkowitz
Name: Steven H. Berkowitz
Title: President and Chief Executive Officer

Move, Inc. Announces Reverse Stock Split Takes Effect

CAMPBELL, Calif., Nov. 21, 2011 /PRNewswire/ -- Move, Inc. (NASDAQ: MOVE), the leader in online real estate, today announced a previously approved 1-for-4 reverse split of its common stock (the "Reverse Stock Split") has been implemented. Trading on NASDAQ of the reverse stock split-adjusted shares of Move, Inc. common stock will commence at the opening of NASDAQ trading today. Move, Inc. shares will continue to trade on the NASDAQ Stock Exchange under the symbol MOVE, with the letter "D" added to the end of the trading symbol for 20 trading days, indicating a reverse stock split has been effected. The new CUSIP number for the Company's common stock following the Reverse Stock Split is 62458M 207.

(Logo: <http://photos.prnewswire.com/prnh/20080213/MOVEINCLOGO>)

The Reverse Stock Split became effective as of 5:00 p.m., Eastern time, on November 18, 2011, at which time every four (4) shares of the Company's issued and outstanding common stock were automatically combined into one (1) issued and outstanding share of the Company's common stock, without any change in the par value per share.

Regarding pre-reverse split shares held in book-entry form, the Company's transfer agent (currently BNY Mellon Shareowner Services) will send the stockholder a statement of the number of post-Reverse Stock Split shares of common stock held, in book-entry form, on behalf of the stockholder, including fractional shares as applicable. Regarding pre-reverse split shares held in certificate form, the Company's transfer agent will send the stockholder instructions regarding the exchange of outstanding pre-split stock certificates for book-entry shares of the company's common stock reflecting the Reverse Stock Split, including fractional shares as applicable. In cases where a stockholder's total number of shares owned before the Reverse Stock Split is not evenly divisible by four, then the number of post-reverse split shares issued to that stockholder will be rounded downward to the nearest ten-thousandth of a share. Proportional adjustments will be made to the Company's equity compensation plans to reflect the Reverse Stock Split.

ABOUT MOVE, INC .

Move, Inc. (NASDAQ: MOVE) is the leader in online real estate with over 17.8 million visitors [1] to its online network of websites within the Realtor.com Real Estate Network. Move, Inc. operates: Move.com, a leading destination for information on new homes and rental listings, moving, home and garden and home finance; REALTOR.com®, the official website of the National Association of REALTORS®; Moving.com; SeniorHousingNet; ListHub; and TOP PRODUCER Systems. Move, Inc. is based in Campbell, California.

This press release may contain forward-looking statements, including information about management's view of Move's future expectations, plans and prospects, within the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors which may cause the results of Move, its subsidiaries, divisions and concepts to be materially different than those expressed or implied in such statements. These risk factors and others are included from time to time in documents Move files with the Securities and Exchange Commission, including but not limited to, its Form 10-Ks, Form 10-Qs and Form 8-Ks. Other unknown or unpredictable factors also could have material adverse effects on Move's future results. The forward-looking statements included in this press release are made only as of the date hereof. Move cannot guarantee future results, levels of activity, performance or achievements. Accordingly, you should not place undue reliance on these forward-looking statements. Finally, Move expressly disclaims any intent or obligation to update any forward-looking statements to reflect subsequent events or circumstances.

(1) comScore Media Metrix, Key Measures Report, October 2011

CONTACT: Todd Friedman, Todd@blueshirtgroup.com, or Stacie Bosinoff, Stacie@blueshirtgroup.com, both of The Blueshirt Group, +1-415-217-7722, for Move, Inc.