

MAMMA COM INC  
Form 6-K  
November 16, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER**

**THE**

**SECURITIES EXCHANGE ACT OF 1934**

For the month of November, 2006.

Commission File Number 0-17164

**Mamma.com Inc.**

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(Translation of registrant's name into English)

388 St. Jacques Street West, 9<sup>th</sup> Floor, Montreal, Quebec H2Y 1S1

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(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_\_

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

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If  Yes  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_ .

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**MATERIAL CHANGE REPORT-SETTLEMENT OF CLASS ACTION LAWSUIT**

On November 14, 2006 the Company filed with the Ontario Securities Commission a Material Change Report respecting entering into an agreement to settle the class action lawsuit currently pending against the Company in the U.S. District Court for the Southern District of New York. The settlement, which must be approved by the Court, would resolve all claims asserted against the Company and the individual officer defendants by plaintiffs not opting out of the settlement. A copy of the Material Change Report is attached hereto as Exhibit 99.1

**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, thereunto duly authorized.

Mamma.com Inc.  
(Registrant)

Date                      November 15, 2006

By:                         /s/ DANIEL BERTRAND  
Daniel Bertrand, Executive Vice-President and  
Chief Financial Officer

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\* Print the name and title under the signature of the signing officer.

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                             |
|------------------------|------------------------------------------------|
| 99.1                   | Material Change Report dated November 14, 2006 |