

VERTRUE INC
Form 8-K
July 19, 2007

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Item 1.01 Entry into a Material Definitive Agreement

On July 18, 2007, Vertrue Incorporated (Vertrue) entered into an amendment (the Merger Agreement Amendment), with Velo Holdings Inc., a Delaware corporation (Parent), and Velo Acquisition Inc., a Delaware corporation and a wholly owned subsidiary of Parent (Merger Sub), to the Agreement and Plan of Merger, dated as of March 22, 2007, by and among Vertrue, Parent and Merger Sub (as amended by the Merger Agreement Amendment, the Merger Agreement). According to the terms of the Merger Agreement Amendment, the merger consideration payable to Vertrue s stockholders has been increased to \$50.00 per share in cash, without interest, from \$48.50 per share in cash, without interest.

A special committee of independent directors and the full board of directors of Vertrue have approved the Merger Agreement Amendment, and the full board of directors of Vertrue has recommended that Vertrue s stockholders adopt the Merger Agreement at the reconvened special meeting of stockholders on July 31, 2007, which was originally scheduled for July 12, 2007.

On July 18, 2007, Vertrue entered into an amendment (the Rights Agreement Amendment), with American Stock Transfer & Trust Company, to the Stockholder Protection Rights Agreement, dated July 3, 2007, between Vertrue and American Stock Transfer & Trust Company, to exempt transactions contemplated by an agreement (the Voting Agreement), dated July 18, 2007, between Brencourt Advisors, LLC, a beneficial owner of approximately 28.1% of Vertrue s common stock (Brencourt), and Parent. Pursuant to the Voting Agreement, Brencourt has agreed to vote all of its shares of Vertrue s common stock in favor of the adoption of the Merger Agreement and Parent has granted to Brencourt the right to acquire up to an amount of \$25 million in equity securities of Parent.

Oak Investment Partners (Oak), which was originally part of the investor group formed to acquire Vertrue, has determined not to participate in the merger transaction at the increased \$50.00 per share merger consideration. The equity for replacing the entire amount of Oak s equity commitment and the aggregate amount of the increased merger consideration will be provided by One Equity Partners, Rho Ventures and, if Brencourt exercises its right to invest, Brencourt.

Item 8.01 Other Events

On July 19, 2007, Vertrue issued a press release announcing that it had entered into the Merger Agreement Amendment and the Rights Agreement Amendment, and that Brencourt and Parent had entered into the Voting Agreement.

A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

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Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 2.1 Amendment to the Agreement and Plan of Merger, dated as of July 18, 2007, among Vertrue Incorporated, Velo Holdings Inc. and Velo Acquisition Inc.
- 2.2 Amendment to the Stockholder Protection Rights Agreement, dated as of July 18, between Vertrue Incorporated and American Stock Transfer & Trust Company, as Rights Agent.
- 99.1 Press release issued by Vertrue Incorporated on July 19, 2007.

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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.

VERTRUE INCORPORATED

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EXHIBIT INDEX

Exhibit No.	Description
Exhibit 2.1	Amendment to the Agreement and Plan of Merger, dated as of July 18, 2007, among Vertrue Incorporated, Velo Holdings Inc. and Velo Acquisition Inc.
Exhibit 2.2	Amendment to the Stockholder Protection Rights Agreement, dated as of July 18, between Vertrue Incorporated and American Stock Transfer & Trust Company, as Rights Agent.
Exhibit 99.1	Press release issued by Vertrue Incorporated on July 19, 2007.

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