Edgar Filing: Flynn Timothy John - Form 4

Flynn Timo Form 4	othy John												
August 28,	2008												
										OMB APPROVAL			
Check this box									N OMB Number	-			
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL								Expires: Janua					
subject to STATEMENT OF CHA Section 16. Form 4 or					RITIES	JAL		LEKSIIII OF	Estimate	ed average nours per e 0.5			
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940													
(Print or Type	Responses)												
Flynn Timothy John Symbol								5. Relationship of Reporting Person(s) to Issuer					
				Group, In				(Che	ck all applic	able)			
(Month/ 11111 SANTA MONICA 08/26/			ate of Earliest Transaction hth/Day/Year) 26/2008				X_ DirectorX_ 10% Owner Officer (give titleOther (specify below)below)						
BOULEVA	ARD, SUITE 200	0											
				Amendment, Date Original I(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
LOS ANGELES, CA 90025 Form filed by More than One Reporting Person													
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Se	ecuriti	ies Acq	uired, Disposed	of, or Benefi	cially Owned			
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount		Price	(Instr. 3 and 4)					
Common Stock, par value \$0.01 per share	08/26/2008			U <u>(3)</u>	9,183,539	D	<u>(4)</u>	0 (3)	I <u>(1)</u>	By Green Equity Investors IV, L.P.			
Common Stock, par value \$0.01 per share	08/26/2008			U <u>(3)</u>	93,256	D	<u>(5)</u>	0 (3)	I <u>(2)</u>	By FTD Co-Investment LLC			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
Flynn Timothy John 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	Х	Х					
Signatures							
/s/ Julia Chang, as Attorney-in-Fact for Tin Flynn	nothy J.	08/28/2008					
**Signature of Reporting Person			Date				

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The 9,183,539 shares of common stock of the Issuer reported herein are owned directly by Green Equity Investors IV, L.P. ("GEI"). Timothy J. Flynn is a member of GEI Capital IV, LLC, which is the general partner of GEI; a partner of Leonard Green & Partners, L.P., which is the management company of GEI; and a member of Green Partnership Holdings, LLC, which is a limited partner of GEI. Mr. Flynn directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of

(1) Fryin directly (whether through ownership of position) of indirectly through one of more intermediates, may be deemed to purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by GEI and, therefore, a "ten percent holder" hereunder. Mr. Flynn disclaims beneficial ownership of the securities owned by GEI, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Flynn is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

(2)

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Timothy J. Flynn is a member of FTD Co-Investment LLC and may be deemed to have shared voting and investment power with respect to all Common Stock beneficially owned by FTD Co-Investment LLC. As such, Mr. Flynn may be deemed to have shared beneficial ownership over such shares of Common Stock. Mr. Flynn, however, disclaims beneficial ownership of such shares of Common Stock owned by FTD Co-Investment LLC.

- (3) Pursuant to a merger agreement approved at a shareholder meeting held August 25, 2008, each outstanding share of FTD Group was converted into \$10.15 cash and 0.4087 shares of United Online, Inc. on August 26, 2008.
- Green Equity Investors IV, L.P. received \$93,212,920.85 cash and 3,753,312 shares of United Online, Inc. in consideration of its shares
 (4) of FTD Group. The total value of the consideration received was \$14.62 per share of FTD Group, or \$134,263,340.18 total, based on the closing price of United Online, Inc. of \$10.93 per share on August 26, 2008.

FTD Co-Invest LLC received \$946,548.40 cash and 38,113 shares of United Online, Inc. in consideration of its shares of FTD Group.
(5) The total value of the consideration received was \$14.62 per share of FTD Group, or \$1,363,402.72 total, based on the closing price of United Online, Inc. of \$10.93 per share on August 26, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.