

XO GROUP INC.
Form 4
December 17, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person *
Roney Carley

(Last) (First) (Middle)
C/O XO GROUP INC., 195
BROADWAY, 25TH FLOOR
(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XO GROUP INC. [XOXO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Content Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/15/2014		D		62,500 (1) \$ 0	I	By husband
Common Stock	12/15/2014		D		62,500 (2) \$ 0	I	By husband
Common Stock	12/15/2014		D		625 (3) \$ 0	I	By husband
Common Stock	12/15/2014		D		21,667 (4) \$ 0	I	By husband
Common Stock	12/15/2014		F		3,836 (5) \$ 16.74	I	By husband

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Common Stock	12/15/2014	F	4,649 (6)	D	\$ 16.74	702,622	I	By husband
Common Stock	12/15/2014	S	3,300	D	\$ 16.7727	699,322	I	By husband
Common Stock	12/16/2014	S	3,300	D	\$ 16.8943	696,022	I	By husband
Common Stock	12/17/2014	S	3,300	D	\$ 16.9035	692,722	I	By husband
Common Stock						587,543	D	
Common Stock						118,988	I	By GRATs

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 10.28	12/15/2014		J	100,000 (7)	(7)	(7)	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roney Carley C/O XO GROUP INC. 195 BROADWAY, 25TH FLOOR NEW YORK, NY 10007			Chief Content Officer	

Signatures

FARAH TARIQ,
attorney-in-fact

12/17/2014

__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).
- (1) As a result of Reporting Person's husband's resignation as an executive of the Company on December 15, 2014, he voluntarily forfeited 62,500 shares of restricted stock that were granted to him under the Company's 2009 Stock Incentive Plan and were subject to time-based vesting.
- (2) As a result of Reporting Person's husband's resignation as an executive of the Company on December 15, 2014, he voluntarily forfeited 62,500 shares of restricted stock that were granted to him under the Company's 2009 Stock Incentive Plan and were subject to performance-based vesting.
- (3) As a result of Reporting Person's husband's resignation as an executive of the Company on December 15, 2014, 625 of the shares of the restricted stock awarded on February 2, 2011 under the Company's 2009 Stock Incentive Plan have been forfeited.
- (4) As a result of Reporting Person's husband's resignation as an executive of the Company on December 15, 2014, 21,667 of the shares of the restricted stock awarded on March 6, 2013 under the Company's 2009 Stock Incentive Plan have been forfeited.
- (5) Shares withheld in connection with the vesting of 6,875 of the shares of restricted stock that would have vested on February 2, 2015 but were accelerated and vested on the date of Reporting Person's husband's resignation.
- (6) Shares withheld in connection with the vesting of 8,333 of the shares of restricted stock that would have vested on March 6, 2015 but were accelerated and vested on the date of Reporting Person's husband's resignation.
- (7) As a result of Reporting Person's husband's resignation as an executive of the Company on December 15, 2014, he voluntarily forfeited the option to purchase 100,000 shares that was granted to him under the Company's 2009 Stock Incentive Plan.

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.