

INSWEB CORP  
Form 8-K  
April 05, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
Of the Securities Exchange Act of 1934**

**Date of Report: April 5, 2006**

(Date of earliest event reported)

**INSWEB CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delvware**  
(State or other jurisdiction of  
incorporation or organization)

**0-26083**  
(Commission file number)

**94-3220749**  
(IRS Employer  
Identification Number)

**11290 Pyrites Way, Suite 200**  
**Gold River, California 95670**  
(Address of principal executive offices)

**(916) 853-3300**

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(Registrant's telephone number, including area code)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01. NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD; TRANSFER OF LISTING.**

On March 31, 2006, InsWeb Corporation received written notification from the Nasdaq Stock Market stating that, based upon the Company's recent Form 10-K filing, the Company does not currently comply with the minimum \$10,000,000 stockholders' equity requirement for continued listing on The Nasdaq National Market as set forth in Marketplace Rule 4450(a)(3). On April 5, 2006, the Company issued a press release indicating that it has begun the application process to transfer the listing of its shares to The Nasdaq Capital Market.

**Item 9. FINANCIAL STATEMENTS AND EXHIBITS**



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(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated April 5, 2006, entitled InsWeb Receives Nasdaq Notification.

**SIGNATURE**

In accordance with the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 5, 2006

**INSWEB CORPORATION**  
**(Registrant)**

/s/ William D. Griffin  
William D. Griffin  
Chief Financial Officer  
(Principal Accounting Officer)