



**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 18, 2008, the Compensation Committee adopted a form of Restricted Stock Unit Agreement for restricted stock units granted to employees under the Company's Amended and Restated 2007 Omnibus Incentive Plan. This form is attached as Exhibit 10.01 hereto and is incorporated herein by reference.

---

**Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits:

| <i>Exhibit<br/>Number</i> | <i>Description</i>                        |
|---------------------------|---|
| 10.1                      | Form of Restricted Stock Unit Agreement.* |

\* Filed herewith.

---

**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 hereunto duly authorized.

*infoGROUP Inc.*

By: /s/ John H. Longwell

John H. Longwell  
Secretary

Date: December 23, 2008

---

**EXHIBIT INDEX**

| <i>Exhibit<br/>Number</i> | <i>Description</i>                        |
|---------------------------|---|
| 10.1                      | Form of Restricted Stock Unit Agreement.* |

\* Filed herewith.