

NEUSTAR INC  
Form 8-K/A  
February 12, 2007

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

**FORM 8-K/A  
Amendment No. 1  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) February 12, 2007**

**NeuStar, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-32548**

(Commission  
File Number)

**52-2141938**

(IRS Employer  
Identification No.)

**46000 Center Oak Plaza**

**Sterling, Virginia**

(Address of principal executive offices)

**20166**

(Zip Code)

**(571) 434-5400**

(Registrant's telephone number, including area code.)

**N/A**

(Former name and former address, if changed since last report.)

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Introductory Note**

On November 27, 2006, NeuStar, Inc. ( Parent ) entered into an Agreement and Plan of Merger (the Merger Agreement ) with B&T Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ( Merger Sub ), Followap Inc., a Delaware corporation (the Company ), and Carmel V.C. Ltd. and Sequoia Seed Capital II L.P. (Israel) as the Holder Representatives (the Holder Representatives ).

On November 27, 2006, the Parent completed the merger (the Merger ) with Merger Sub and the Company pursuant to the Merger Agreement. On November 27, 2006, the Registrant filed a Current Report on Form 8-K (the Current Report ) to report the Merger. This Current Report on Form 8-K/A is being filed to amend Item 9.01 of the Current Report. This Current Report on Form 8-K/A provides financial statements of the business acquired as required by Item 9.01(a) and the pro forma financial information required by Item 9.01(b), which financial statements and information were not included in the Current Report filed on November 27, 2006.

**Item 9.01. Financial Statements and Exhibits**

**(a) Audited Financial Statements of Businesses Acquired**

The following audited financial statements are attached hereto as Exhibit 99.2:

Report of Independent Auditors

Consolidated Balance Sheets as of December 31, 2005 and 2004

Consolidated Statements of Operations for the years ended December 31, 2005 and 2004

Consolidated Statements of Changes in Shareholders' Equity for years ended December 31, 2005 and 2004

Consolidated Statements of Cash Flows for the years ended December 31, 2005 and 2004

Notes to Consolidated Financial Statements

**(b) Unaudited Interim Financial Statements of Businesses Acquired**

The following unaudited interim financial statements are attached hereto as Exhibit 99.3:

Consolidated Balance Sheets as of September 30, 2006 (unaudited) and December 31, 2005 (audited)

Unaudited Consolidated Statements of Operations for the nine months ended September 30, 2006 and 2005

Unaudited Consolidated Statements of Cash Flows for the nine months ended September 30, 2006 and 2005

Notes to Unaudited Consolidated Financial Statements

**(c) Pro Forma Unaudited Financial Information**

The following unaudited pro forma consolidated financial information is attached hereto as Exhibit 99.4 and is incorporated herein by reference:

Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2006

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2005

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the nine months ended September 30, 2006

Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements

**(d) Exhibits**

The following materials are attached as exhibits to this Current Report on Form 8-K/A:

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 2.1*                      | Agreement and Plan of Merger, dated as of November 27, 2006, by and among NeuStar, Inc., Followap Inc., B&T Merger Sub, Inc. and Carmel V.C. Ltd. and Sequoia Seed Capital II L.P. (Israel), as Holder Representatives.   |
| 23.1                      | Consent of Independent Auditors   |
| 99.1*                     | Press Release of NeuStar, Inc., dated November 27, 2006.  |
| 99.2                      | Audited consolidated balance sheets as of December 31, 2005 and 2004 and consolidated statements of operations, shareholders equity, and cash flows for the years ended December 31, 2005 and 2004 and the notes thereto of Followap Inc., and the report of independent auditors   |
| 99.3                      | Consolidated balance sheets as of September 30, 2006 (unaudited) and December 31, 2005 (audited) and consolidated statements of operations and cash flows for the nine months ended September 30, 2006 and 2005, and the notes thereto of Followap Inc.   |
| 99.4                      | Unaudited pro forma condensed consolidated balance sheet as of September 30, 2006, and unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 2005, and unaudited pro forma condensed consolidated statement of operations for the nine months ended September 30, 2006, and the notes thereto of NeuStar, Inc. and Followap Inc. |
| *                         | Previously filed as an exhibit to NeuStar, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 27, 2006 (file no. 001-32548).  |

**Exhibit Index**

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|-----------------------|---|
| 23.1                  | Consent of Independent Auditors   |
| 99.2                  | Audited consolidated balance sheets as of December 31, 2005 and 2004 and consolidated statements of operations, shareholders equity, and cash flows for the years ended December 31, 2005 and 2004 and the notes thereto of Followap Inc., and the report of independent auditors   |
| 99.3                  | Consolidated balance sheets as of September 30, 2006 (unaudited) and December 31, 2005 (audited) and consolidated statements of operations and cash flows for the nine months ended September 30, 2006 and 2005, and the notes thereto of Followap Inc.   |
| 99.4                  | Unaudited pro forma condensed consolidated balance sheet as of September 30, 2006, and unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 2005, and unaudited pro forma condensed consolidated statement of operations for the nine months ended September 30, 2006, and the notes thereto of NeuStar, Inc. and Followap Inc. |

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**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.

Date: February 12, 2007

NEUSTAR, INC.

By: /s/ Jeffrey E. Ganek

Name: Jeffrey E. Ganek

Title: Chairman of the Board of Directors  
and Chief Executive Officer