



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

(b) As previously disclosed, on August 20, 2008, the Board of Directors (the Board ) of infoGROUP Inc. (the Company ) entered into a Stipulation of Settlement (the Stipulation of Settlement ) with the parties named in the consolidated complaint *In re infoUSA, Inc. Shareholders Litigation*, Consol. Civil Action No. 1956-CC (Del. Ch.) (the Derivative Litigation ).

As part of the Stipulation of Settlement, George F. Haddix and Vasant H. Raval, each a director of the Company, had agreed to tender their resignations from the Board no later than five days from the date of the Stipulation of Settlement. On August 25, 2008, Drs. Haddix and Raval submitted their resignations to the Company. Their resignations are subject to and will become effective on the date on which the court's order approving the Stipulation of Settlement (if such approval occurs) and dismissing with prejudice the Derivative Litigation becomes final.

For more information on the Stipulation of Settlement, please refer to the Company's Form 8-K/A filed on August 22, 2008 with the Securities and Exchange Commission.

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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.

*infoGROUP Inc.*

By: /s/ John H. Longwell

John H. Longwell

Secretary and Acting Executive Vice President for Business Conduct and General Counsel

Date: August 27, 2008