



## Edgar Filing: VERTRUE INC - Form 8-K

previously-announced merger agreement providing for the acquisition of the Company by the Company's management and an investor group consisting of One Equity Partners, Oak Investment Partners and Rho Ventures.

The aggregate principal amount of the Notes being redeemed is \$150,000,000. The Notes will be redeemed on the date of the consummation of the Merger (the "Redemption Date"), at a redemption price equal to 100% of the principal amount of the Notes redeemed plus the Applicable Premium (as defined in the Indenture) as of, and accrued but unpaid interest to, the Redemption Date (the "Redemption Price"). From and after the Redemption Date, the Notes will no longer be deemed outstanding and all rights with respect thereto will cease, except only the right of the holders thereof to receive the Redemption Price.

A press release issued by the Company announcing the redemption is filed as Exhibit 99.2 to this report and is incorporated herein by reference.

### Item 8.01 Other Events

See Item 2.04 above.

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits.

No.	Description.
99.1	Notice of Redemption dated June 11, 2007, to the holders of the Company's 9 1/4% Senior Notes due 2014.
99.2	Press Release dated June 11, 2007

### 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.

VERTRUE INCORPORATED

Date: June 12, 2007

By: /s/ Gary A. Johnson

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Name: Gary A. Johnson  
Title: President and Chief Executive  
Officer

### EXHIBIT INDEX

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