

INSWEB CORP  
Form 8-K  
October 28, 2004

**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: October 28, 2004**

(Date of earliest event reported)

**INSWEB CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(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)

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**(916) 853-3300**

(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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

The information provided under Item 7.01 is incorporated by reference in this Item 2.02.

**ITEM 7.01. REGULATION FD DISCLOSURE.**

On October 28, 2004, InsWeb Corporation issued a press release announcing financial results for the three and nine months ended September 30, 2004. The press release is attached to this report as Exhibit 99.1. The information contained herein and in the accompanying exhibit shall not be deemed to be incorporated by reference into any filing with the SEC made by InsWeb Corporation whether before or after the date hereof, regardless of any general incorporation language contained in such filing.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**



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(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated October 28, 2004, entitled InsWeb Reports Third Quarter Financial Results.

**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: October 28, 2004

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

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