

MOVE INC
Form SC 14D9/A
November 07, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

Solicitation/Recommendation Statement

Under Section 14(d)(4) of the Securities Exchange Act of 1934

(Amendment No. 3)

MOVE, INC.

(Name of Subject Company)

MOVE, INC.

(Name of Person Filing Statement)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

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62458M207

(CUSIP Number of Class of Securities)

Steven H. Berkowitz

Chief Executive Officer

Move, Inc.

10 Almaden Blvd, Suite 800

San Jose, California

(408) 558-7100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and

Communications on Behalf of the Person Filing Statement)

With copies to:

Jennifer Fonner Fitchen, Esq.

Cooley LLP

3175 Hanover St.

Palo Alto, CA 94304-1130

(650) 843-5000

James Caulfield

Executive Vice President and General Counsel

Move, Inc.

30700 Russell Ranch Road

Westlake Village, CA 91362

(805) 557-3533

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 3 to Schedule 14D-9 amends and supplements the Schedule 14D-9 previously filed by Move, Inc., a Delaware corporation (Move or the Company), with the Securities and Exchange Commission on October 15, 2014 (as originally filed, the Schedule 14D-9 and as amended, the Statement), relating to the offer by News Corporation, a Delaware corporation (Parent), and Magpie Merger Sub, Inc., a Delaware corporation and a wholly-owned indirect subsidiary of Parent (Purchaser), to purchase all the issued and outstanding shares of Move s common stock, \$0.001 par value per share (the Shares), for a purchase price of \$21.00 per Share in cash, without interest, subject to any required withholding of taxes, if any, upon the terms and conditions set forth in the offer to purchase dated October 15, 2014, and in the related letter of transmittal. Capitalized terms used but not defined herein have the meanings ascribed to them in the Statement. Except as noted below, no changes are being made to the Statement. All page references below are to the Schedule 14D-9.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby supplemented by adding the following exhibit:

Exhibit

| Number | Description |
|---------------|--|
| (a)(5)(D) | Presentation slides for the Realtors® Conference & Expo, first used on November 7, 2014. |
| (a)(5)(E) | Talking Points for the Realtors® Conference & Expo, first used on November 7, 2014. |

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MOVE, INC.

By: /s/ James S. Caulfield

Name: James S. Caulfield

Title: Executive Vice President, General Counsel

and Secretary

Dated: November 7, 2014

Exhibit Index

Exhibit

Number

Description

- | | |
|-----------|---|
| (a)(5)(D) | Presentation outline for the Realtors [®] Conference & Expo, first used on November 7, 2014. |
| (a)(5)(E) | Talking Points for the Realtors [®] Conference & Expo, first used on November 7, 2014. |