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INFOSPACE INC
Form DFAN14A
April 27, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

Filed by the Registrant []

Filed by a Party other than the Registrant [X]

Check the appropriate box:

- [] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [] Definitive Proxy Statement
- [] Definitive Additional Materials
- [X] Soliciting Material Pursuant to Section 240.14a-12

INFOSPACE, INC.

(Name of Registrant as Specified In Its Charter)

CASTLERIGG MASTER INVESTMENTS LTD.
SANDELL ASSET MANAGEMENT CORP.
CASTLERIGG INTERNATIONAL LIMITED
CASTLERIGG INTERNATIONAL HOLDINGS LIMITED
CASTLERIGG GLOBAL SELECT FUND, LIMITED
CGS, LTD.
CASTLERIGG GS HOLDINGS, LTD.
THOMAS E. SANDELL
NICK GRAZIANO
JONATHAN R. MACEY
PAUL L. SCHAUT

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[] Fee previously paid with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On April 26, 2007, InfoSpace, Inc. (the "Company") and Sandell Asset Management Corp. issued a press release in connection with the settlement of the proposed proxy solicitation by Sandell Asset Management Corp. and certain of its affiliates (the "Sandell Group"). A copy of the press release is filed herewith as Exhibit 1. The Sandell Group no longer plans to solicit proxies in connection with the Company's 2007 annual meeting of the stockholders.