

Edgar Filing: INSURE.COM, INC - Form SC 13G/A

INSURE.COM, INC  
Form SC 13G/A  
February 12, 2008

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 1 ) \*

Insure.com, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.003

-----  
(Title of Class of Securities)

45807N109

-----  
(CUSIP Number)

December 31, 2007

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the ACT but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 9 pages

CUSIP No. 45807N109

-----  
1. Names of Reporting Persons. John H. Lewis

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I.R.S. Identification Nos. of above persons (entities only).

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2. Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)   
 (b)

-----

3. SEC Use Only

-----

4. Citizenship or Place of Organization                      United States

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Number of	5. Sole Voting Power	400
Shares Bene-	-----	-----
ficially owned	6. Shared Voting Power	378,712
by Each	-----	-----
Reporting	7. Sole Dispositive Power	400
Person With:	-----	-----
	8. Shared Dispositive Power	378,712

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9. Aggregate Amount Beneficially Owned by Each Reporting Person                      379,112

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)                      5.2%

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12. Type of Reporting Person (See Instructions)                      IN

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Page 2 of 9 pages

CUSIP No.                      45807N109

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1. Names of Reporting Persons.                      Osmium Partners, LLC  
 I.R.S. Identification Nos. of above persons (entities only).

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2. Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)   
 (b)

-----

3. SEC Use Only

-----

4. Citizenship or Place of Organization                      Delaware

-----

Number of	5. Sole Voting Power	0
Shares Bene-	-----	-----
ficially owned	6. Shared Voting Power	378,712
by Each	-----	-----
Reporting	7. Sole Dispositive Power	0
Person With:	-----	-----
	8. Shared Dispositive Power	378,712

-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person                      378,712

-----

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

-----

11. Percent of Class Represented by Amount in Row (9)                      5.2%

-----

12. Type of Reporting Person (See Instructions)                      00

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Page 3 of 9 pages

CUSIP No. 45807N109

1. Names of Reporting Persons. Osmium Capital, LP  
I.R.S. Identification Nos. of above persons (entities only).
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of	5. Sole Voting Power	0
Shares Bene-	6. Shared Voting Power	141,738
ficially owned	7. Sole Dispositive Power	0
by Each	8. Shared Dispositive Power	141,738
Reporting		
Person With:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person 141,738

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 1.9%

12. Type of Reporting Person (See Instructions) PN

Page 4 of 9 pages

CUSIP No. 45807N109

1. Names of Reporting Persons. Osmium Capital II, LP  
I.R.S. Identification Nos. of above persons (entities only).
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of	5. Sole Voting Power	0
Shares Bene-	6. Shared Voting Power	167,884
ficially owned	7. Sole Dispositive Power	0
by Each	8. Shared Dispositive Power	167,884
Reporting		
Person With:		

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9. Aggregate Amount Beneficially Owned by Each Reporting Person 167,884  
 -----  
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ]  
 -----  
 11. Percent of Class Represented by Amount in Row (9) 2.3%  
 -----  
 12. Type of Reporting Person (See Instructions) PN  
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Page 5 of 9 pages

CUSIP No. 45807N109  
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1. Names of Reporting Persons. Osmium Spartan, LP  
 I.R.S. Identification Nos. of above persons (entities only).  
 -----  
 2. Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a) [ ]  
 (b) [X]  
 -----  
 3. SEC Use Only  
 -----  
 4. Citizenship or Place of Organization Delaware  
 -----  
 Number of Shares Beneficially owned by Each Reporting Person With:  
 5. Sole Voting Power 0  
 -----  
 6. Shared Voting Power 69,090  
 -----  
 7. Sole Dispositive Power 0  
 -----  
 8. Shared Dispositive Power 69,090  
 -----  
 9. Aggregate Amount Beneficially Owned by Each Reporting Person 69,090  
 -----  
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [ ]  
 -----  
 11. Percent of Class Represented by Amount in Row (9) 0.9%  
 -----  
 12. Type of Reporting Person (See Instructions) PN  
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Page 6 of 9 pages

Item 1.

- (a) The name of the issuer is Insure.com, Inc. (the "Issuer").
- (b) The principal executive office of the Issuer is located at 8205 South Cass Avenue, Suite 102, Darien, Illinois 60561.

Item 2.

- (a) This statement (this "Statement") is being filed by John H. Lewis, the controlling member of Osmium Partners, LLC, a Delaware limited liability company ("Osmium Partners"), which serves as the general partner of Osmium Capital, LP, a Delaware limited partnership (the "Fund"), Osmium Capital II, LP, a Delaware limited partnership ("Fund II"), and Osmium Spartan, LP, a Delaware limited partnership ("Fund III") (all of the foregoing, collectively, the "Filers"). The Fund, Fund II and Fund III are private investment vehicles formed for the purpose of investing and trading in a

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wide variety of securities and financial instruments. The Fund, Fund II and Fund III directly own the common shares reported in this Statement (other than 400 shares owned directly by Mr. Lewis). Mr. Lewis and Osmium Partners may be deemed to share with the Fund, Fund II and Fund III (and not with any third party) voting and dispositive power with respect to such shares. Each Filer disclaims beneficial ownership with respect to any shares other than the shares owned directly by such Filer.

- (b) The Principal Business Office of the Filers is 388 Market Street, Suite 920, San Francisco, California 94111.
- (c) For citizenship information see item 4 of the cover sheet of each Filer.
- (d) This Statement relates to the Common Stock of the Issuer.
- (e) The CUSIP Number of the Common Stock of the Issuer is 45807N109.

Item 3. If this statement is filed pursuant to 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with 240.13d-1(b)(1)(ii)(J);

Not applicable.

Item 4. Ownership.

See Items 5-9 and 11 on the cover page for each Filer, and Item 2. The percentage ownership of each Filer is based on 7,282,310 shares of Common Stock outstanding as of November 6, 2007, as reported on the Issuer's quarterly report on Form 10-Q filed on November 13, 2007.

Page 7 of 9 pages

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

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Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

(a) Not applicable.

(b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 8 of 9 pages

SIGNATURE

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

Dated: February 12, 2008

/s/ JOHN H. LEWIS

-----  
John H. Lewis

Osmium Partners, LLC

By: /s/ JOHN H. LEWIS

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John H. Lewis, Managing Member

Osmium Capital, LP

By: Osmium Partners, LLC,  
General Partner

By: /s/ JOHN H. LEWIS

-----  
John H. Lewis, Managing Member

Osmium Capital II, LP

By: Osmium Partners, LLC,  
General Partner

By: /s/ JOHN H. LEWIS

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John H. Lewis, Managing Member

Osmium Spartan, LP

By: Osmium Partners, LLC,  
General Partner

By: /s/ JOHN H. LEWIS

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John H. Lewis, Managing Member

Page 9 of 9 pages