

NIERENBERG INVESTMENT MANAGEMENT CO  
Form SC 13D  
March 07, 2008

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_)

MOVE, INC. (MOVE)  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

62458M108  
(CUSIP Number)

David Nierenberg  
The D3 Family Funds  
19605 NE 8th Street  
Camas, WA 98607  
(360) 604-8600

With a copy to:  
Henry Lesser, Esq.  
DLA Piper US LLP  
2000 University Avenue  
East Palo Alto, CA 94303  
(650) 833-2000

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

February 25, 2008  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

1

CUSIP No. 62458M108

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒  
(b) ☐

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3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

1,640,257 common shares (1.1%)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,640,257

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 1,640,257; for all  
reporting persons as a group, 9,930,077 shares (6.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

2

CUSIP No. 62458M108

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

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The D3 Family Bulldog Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

6,045,402 common shares (4.0%)

NUMBER OF  
SHARES

BENEFICIALLY  
OWNED BY

EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

6,045,402

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 6,045,402; for all  
reporting persons as a group, 9,930,077 shares (6.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 62458M108

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Canadian Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

316,220 common shares (0.2%)

NUMBER OF  
SHARES  
BENEFICIALLY

8 SHARED VOTING POWER

0

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

316,220

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 316,220; for all  
reporting persons as a group, 9,930,077 shares (6.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

14 TYPE OF REPORTING PERSON\*

PN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 62458M108  
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-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The DIII Offshore Fund, L.P.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒

(b) ☐  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS\*

WC  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas  
-----

7 SOLE VOTING POWER

1,928,198 common shares (1.3%)  
-----

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

0  
-----

EACH  
REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

1,928,198  
-----

10 SHARED DISPOSITIVE POWER

0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 1,928,198; for all  
reporting persons as a group, 9,930,077 shares (6.6%)  
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ☐  
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

5

CUSIP No. 62458M108

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Nierenberg Investment Management Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

9,930,077 common shares (6.6%)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

9,930,077

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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For the reporting person listed on this page, 9,930,077 shares; for all reporting persons as a group, 9,930,077 shares (6.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

6

CUSIP No. 62458M108

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Nierenberg Investment Management Offshore, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

1,928,198 common shares (1.3%)

9 SOLE DISPOSITIVE POWER

0

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10 SHARED DISPOSITIVE POWER

1,928,198

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 1,928,198; for all reporting persons as a group, 9,930,077 shares (6.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 62458M108

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

David Nierenberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES

8 SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9,930,077 common shares (6.6%)
-----	
EACH	9 SOLE DISPOSITIVE POWER
REPORTING PERSON	0
WITH	-----
	10 SHARED DISPOSITIVE POWER
	9,930,077
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	For the reporting person listed on this page, 9,930,077; for all reporting persons as a group, 9,930,077 shares (6.6%)
-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	6.6%
-----	
14	TYPE OF REPORTING PERSON*
	IN
-----	
	*SEE INSTRUCTIONS BEFORE FILLING OUT!

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## Item 1. Security and Issuer.

This Schedule 13D (the "Schedule 13D") is being filed with respect to the shares of common stock (the "Shares") of Move, Inc. a Delaware corporation (the "Company" or "MOVE").

## Item 2. Identity and Background.

This Schedule 13D is being filed by the following four limited partnerships (the "D3 Family Funds"), the following two corporations which are the sole general partners of the D3 Family Fund(s) indicated below (collectively, the "Reporting Persons") and the following individual who is the President of each of the two general partners.

(a) The Reporting Persons are: The D3 Family Fund, L.P., a Washington limited partnership; The DIII Offshore Fund, L.P., a Bahamas limited partnership; The D3 Family Bulldog Fund, L.P. a Washington limited partnership; The D3 Family Canadian Fund, L.P., a Washington limited partnership; Nierenberg Investment Management Company, Inc., a Washington corporation ("NIMCO") which is the sole general partner of those D3 Family Funds organized under the law of the State of Washington; Nierenberg Investment Management Offshore, Inc., which is a wholly-owned subsidiary of NIMCO and is the sole general partner of the D3 Family Fund organized under the law of The Bahamas; and David Nierenberg, a United States citizen, who is the President of each of the two general partners.

(b) The business address of each of the Reporting Persons is 19605 N.E. 8th Street, Camas, Washington 98607.

(c) The D3 Family Funds are private investment partnerships, the principal business of which is investing in the equities of public micro-cap issuers. The

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principal business of the corporate Reporting Persons is to serve as the general partner of the applicable D3 Family Fund(s). Mr. Nierenberg's principal occupation is President of each of the two corporate Reporting Persons.

(d, e) During the past five years, no Reporting Person has been convicted in a criminal proceeding, or been a party to a civil proceeding, required to be disclosed pursuant to Items 2(d) or (e) of Schedule 13D.

(f) The citizenship of each of the Reporting Persons is set forth in paragraph (a) of this Item.

### Item 3. Source and Amount of Funds or Other Consideration.

The total amount of funds used by the Reporting Persons to make all purchases of Shares beneficially owned by the Reporting Persons, as reported in Item 5(a,b) was \$24,611,935. The source of funds for purchases of Shares by each of the Reporting Persons is the working capital of the applicable D3 Family Fund.

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### Item 4. Purpose of Transaction.

Through the open market purchases of Shares listed in Item 5(c), the Reporting Persons have become the beneficial owners of more than 5% of the number of Shares reported by the Company to be outstanding as of February 25, 2008 in its Annual Report on Form 10-K dated February 28, 2008 and currently beneficially own the number of Shares listed in Item 5(a).

The Reporting Person have been acquiring Shares as a long term investment because we believe that the Company's troubled past under prior management, the current bursting of the residential real estate bubble, and MOVE's large continuing losses in Welcome Wagon and Rentnet.com obscure the enormous current and potential value of MOVE's profitable core businesses.

While acquiring our Shares, we had no agenda, nor any substantive comments to make in our initial Schedule 13D. However, MOVE's stunning and unexpected disclosure, in its press release on February 28, that its \$129.9 million investment in auction rate securities is no longer liquid and may not be worth what MOVE paid for it, changed our plans. For the Company to have concentrated almost 75% of its cash in just one type of investment, for the Company to have lost the immediate use of that money, and for the Company to have apparently trusted the glib assurances of those who sold it the auction rate securities without performing MOVE's own independent due diligence or post-investment monitoring - all of this is totally unacceptable to us and precipitates these comments today.

Losing the immediate use of this cash means, for example, that MOVE will only be able to repurchase a small fraction of its Shares - as opposed to one third of its Shares, as we would have wanted.

Mistakes of this magnitude require corrective action by MOVE's Board of Directors. Although we already have conveyed our sentiments directly to two members of the Board, the magnitude of the error, and the urgency of fixing it, prompt us to bring our suggestions to the Board public today:

1. While the Board is justifiably grateful to MOVE's CEO and CFO for cleaning up the legacy of prior management's scandals, the auction rate preferred error was made by the current management team. We believe that the Board, therefore, should dismiss both the CEO and the CFO. We believe in personal accountability. To us it really is that simple.

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2. The Company should immediately demand that those who sold MOVE the auction rate securities, and who presumably assured MOVE of their safety and soundness, should buy those securities back from MOVE now for 100 cents on the dollar, cash. Failing that, MOVE should aggressively assess and pursue all of its potential remedies.

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3. The Board should consider what might have tempted its CFO and CEO to possibly consider trading off safety for yield. We are not asserting that this is what happened; rather, we are asking the Board to examine whether it may have happened, and, if so, to determine why. We offer up a possible hypothesis: perhaps because the Company's diversification strategy led it to lose most of the profit generated by its core business in the two unprofitable businesses referenced earlier, management may possibly have been tempted to earn a bottom line profit through interest earnings on the Company's cash. We offer a more focused solution: sell the money losing businesses for cash and, instead, redeploy the profits generated by the Company's core business into profitably growing the core. We believe the core has a bright future and vast growth potential.

We hope that other MOVE shareholders will tell the Company's BOARD how they feel about the auction rate blunder. We are relatively new MOVE shareholders and we welcome comment from others who have a longer history with the Company.

The previous statements by the Reporting Persons regarding their investment in MOVE represent solely their own analyses and judgments, based on publicly-available information and their own internal evaluation thereof. Those statements are not intended, and should not be relied on, as investment advice to any other investor or prospective investor. To the extent those statements reflect assessments of possible future developments, those assessments are inherently subject to the uncertainties associated with all assessments of future events; actual developments may materially differ as a result of circumstances affecting MOVE and/or extrinsic factors such as developments in the Company's industry and the economic environment. The Reporting Persons reserve the right to change their internal evaluation of this investment in the future, as well as to increase or decrease their investment depending on their evaluation, and to discuss the Company and their investment in it with the directors and executive officers of the Company and third parties, without further amending the Schedule 13D except as required by applicable rules.

### Item 5. Interest in Securities of the Issuer.

(a, b) The Reporting Persons, in the aggregate, beneficially own 9,930,077 Shares, constituting approximately 6.6% of the outstanding Shares.

(c) During the past sixty (60) days, the following purchases of Shares were made by the Reporting Persons in open market transactions:

Fund	Trade Date	Shares Bought	Price
----	-----	-----	-----
D3 Family Fund LP	01/10/2008	72,324	2.19
D3 Family Bulldog Fund LP	01/10/2008	271,800	2.19
D3 Family Canadian Fund LP	01/10/2008	14,130	2.19
DIII Offshore Fund LP	01/10/2008	41,000	2.19
D3 Family Fund LP	01/23/2008	21,005	1.83
D3 Family Bulldog Fund LP	01/23/2008	79,570	1.83
D3 Family Canadian Fund LP	01/23/2008	4,360	1.83

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DIII Offshore Fund LP	01/23/2008	63,165	1.83
D3 Family Fund LP	01/24/2008	12,925	2.00
D3 Family Bulldog Fund LP	01/24/2008	50,760	2.00
D3 Family Canadian Fund LP	01/24/2008	2,655	2.00
DIII Offshore Fund LP	01/24/2008	14,860	2.00

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D3 Family Fund LP	01/25/2008	25,500	2.15
D3 Family Bulldog Fund LP	01/25/2008	97,940	2.15
D3 Family Canadian Fund LP	01/25/2008	5,255	2.15
DIII Offshore Fund LP	01/25/2008	28,705	2.15
D3 Family Fund LP	01/28/2008	15,050	2.18
D3 Family Bulldog Fund LP	01/28/2008	52,040	2.18
D3 Family Canadian Fund LP	01/28/2008	2,620	2.18
DIII Offshore Fund LP	01/28/2008	15,290	2.18
D3 Family Fund LP	01/29/2008	115,340	2.36
D3 Family Bulldog Fund LP	01/29/2008	433,800	2.36
D3 Family Canadian Fund LP	01/29/2008	22,810	2.36
DIII Offshore Fund LP	01/29/2008	128,050	2.36
D3 Family Fund LP	01/30/2008	91,020	2.40
D3 Family Bulldog Fund LP	01/30/2008	341,010	2.40
D3 Family Canadian Fund LP	01/30/2008	17,840	2.40
DIII Offshore Fund LP	01/30/2008	100,130	2.40
D3 Family Fund LP	01/31/2008	100,000	2.36
D3 Family Bulldog Fund LP	01/31/2008	1,663,642	2.36
D3 Family Canadian Fund LP	01/31/2008	88,000	2.36
DIII Offshore Fund LP	01/31/2008	110,000	2.36
D3 Family Bulldog Fund LP	02/01/2008	200	2.35
D3 Family Fund LP	02/04/2008	71,529	2.59
D3 Family Fund LP	02/05/2008	100,929	2.50
DIII Offshore Fund LP	02/05/2008	20,000	2.50
DIII Offshore Fund LP	02/06/2008	150,000	2.50
D3 Family Fund LP	02/07/2008	50,000	2.47
DIII Offshore Fund LP	02/07/2008	85,000	2.47
DIII Offshore Fund LP	02/08/2008	100,000	2.50
D3 Family Fund LP	02/11/2008	140,000	2.50
D3 Family Bulldog Fund LP	02/11/2008	107,145	2.50
D3 Family Canadian Fund LP	02/11/2008	7,000	2.50
DIII Offshore Fund LP	02/11/2008	45,000	2.50
D3 Family Fund LP	02/12/2008	17,800	2.55
D3 Family Bulldog Fund LP	02/12/2008	118,000	2.55
D3 Family Canadian Fund LP	02/12/2008	6,600	2.55
DIII Offshore Fund LP	02/12/2008	57,600	2.55
D3 Family Fund LP	02/13/2008	48,200	2.60
D3 Family Bulldog Fund LP	02/13/2008	185,650	2.60
D3 Family Canadian Fund LP	02/13/2008	9,735	2.60
DIII Offshore Fund LP	02/13/2008	56,415	2.60
D3 Family Fund LP	02/14/2008	49,700	2.57
D3 Family Bulldog Fund LP	02/14/2008	160,100	2.57
D3 Family Canadian Fund LP	02/14/2008	8,515	2.57
DIII Offshore Fund LP	02/14/2008	57,659	2.57
D3 Family Fund LP	02/15/2008	44,150	2.51
D3 Family Bulldog Fund LP	02/15/2008	195,400	2.51
D3 Family Canadian Fund LP	02/15/2008	9,125	2.51
DIII Offshore Fund LP	02/15/2008	51,325	2.51
D3 Family Fund LP	02/19/2008	40,725	2.63
D3 Family Bulldog Fund LP	02/19/2008	155,500	2.63
D3 Family Canadian Fund LP	02/19/2008	8,335	2.63
DIII Offshore Fund LP	02/19/2008	45,440	2.63

D3 Family Fund LP	02/20/2008	24,560	2.73
D3 Family Bulldog Fund LP	02/20/2008	91,810	2.73
D3 Family Canadian Fund LP	02/20/2008	4,400	2.73
DIII Offshore Fund LP	02/20/2008	29,230	2.73
D3 Family Fund LP	02/21/2008	125,750	2.91
D3 Family Bulldog Fund LP	02/21/2008	483,850	2.91
D3 Family Canadian Fund LP	02/21/2008	25,540	2.91
DIII Offshore Fund LP	02/21/2008	144,860	2.91
D3 Family Fund LP	02/22/2008	56,280	2.75
D3 Family Bulldog Fund LP	02/22/2008	216,510	2.75
D3 Family Canadian Fund LP	02/22/2008	11,430	2.75
DIII Offshore Fund LP	02/22/2008	64,821	2.75
D3 Family Fund LP	02/25/2008	11,660	2.78
D3 Family Bulldog Fund LP	02/25/2008	41,530	2.78
D3 Family Canadian Fund LP	02/25/2008	2,630	2.78
DIII Offshore Fund LP	02/25/2008	14,654	2.78
D3 Family Fund LP	02/26/2008	7,700	2.90
D3 Family Bulldog Fund LP	02/26/2008	29,575	2.90
D3 Family Canadian Fund LP	02/26/2008	1,565	2.90
DIII Offshore Fund LP	02/26/2008	8,865	2.90
D3 Family Fund LP	02/27/2008	120,940	2.80
D3 Family Bulldog Fund LP	02/27/2008	465,050	2.80
D3 Family Canadian Fund LP	02/27/2008	24,590	2.80
DIII Offshore Fund LP	02/27/2008	139,420	2.80
D3 Family Fund LP	02/28/2008	28,630	2.73
D3 Family Bulldog Fund LP	02/28/2008	110,040	2.73
D3 Family Canadian Fund LP	02/28/2008	5,820	2.73
DIII Offshore Fund LP	02/28/2008	33,026	2.73
D3 Family Fund LP	02/29/2008	64,940	2.49
D3 Family Bulldog Fund LP	02/29/2008	218,560	2.49
D3 Family Canadian Fund LP	02/29/2008	6,840	2.49
DIII Offshore Fund LP	02/29/2008	59,660	2.49
D3 Family Fund LP	03/03/2008	56,970	2.42
D3 Family Bulldog Fund LP	03/03/2008	60,490	2.42
D3 Family Canadian Fund LP	03/03/2008	3,645	2.42
DIII Offshore Fund LP	03/03/2008	84,795	2.42
D3 Family Fund LP	03/04/2008	30,700	2.35
D3 Family Bulldog Fund LP	03/04/2008	114,200	2.35
D3 Family Canadian Fund LP	03/04/2008	5,950	2.35
DIII Offshore Fund LP	03/04/2008	35,484	2.35
D3 Family Fund LP	03/05/2008	17,440	2.42
D3 Family Bulldog Fund LP	03/05/2008	12,000	2.42
D3 Family Canadian Fund LP	03/05/2008	1,690	2.42
DIII Offshore Fund LP	03/05/2008	51,370	2.42
D3 Family Fund LP	03/06/2008	78,490	2.27
D3 Family Bulldog Fund LP	03/06/2008	289,230	2.27
D3 Family Canadian Fund LP	03/06/2008	15,140	2.27
DIII Offshore Fund LP	03/06/2008	92,374	2.27

## Item 7. Material to be filed as Exhibits

Exhibit 1 to this Schedule 13D is the Joint Filing Agreement among the Reporting Persons dated March 5, 2008 pursuant to which all of the Reporting Persons have authorized the filing of Schedule 13D's and amendments thereto as a group.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

D3 Family Fund, L.P., D3 Family Bulldog Fund, L.P., and D3 Family Canadian Fund, L.P.

By: Nierenberg Investment Management Company, Inc.

Its: General Partner

March 06, 2008

By: /s/ David Nierenberg

David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment Management Offshore, Inc.

Its: General Partner

March 06, 2008

By: /s/ David Nierenberg

David Nierenberg, President

Nierenberg Investment Management Company, Inc.

March 06, 2008

By: /s/ David Nierenberg

David Nierenberg, President

Nierenberg Investment Management Offshore, Inc.

March 06, 2008

By: /s/ David Nierenberg

David Nierenberg, President

March 06, 2008

/s/ David Nierenberg

David Nierenberg