

Remark Media, Inc.
Form SC 13D/A
June 03, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

REMARK MEDIA, INC.
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

40431N 10 4

(CUSIP Number)

Linda Schoemaker, Esq.

Blucora, Inc.

10900 NE 8th Street, Suite 800

Bellevue, WA 98004

(425) 201-6100

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

May 30, 2014

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purposes 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).

CUSIP NO. 40431N 10 4

1. Names of Reporting Persons.

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

InfoSpace, LLC

91-2096717

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

OO - See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned By

Each

738,950

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

738,950

11. Aggregate Amount Beneficially Owned by Each Reporting Person

738,950

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

6.32%*

14. Type of Reporting Person

OO

* Percentage calculated based on the 11,688,926 outstanding shares of Remark Media, Inc. Common Stock reflected on the Issuer's Form 10-Q filed on May 15, 2014.

CUSIP NO. 40431N 10 4

1. Names of Reporting Persons.

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

Blucora, Inc.

91-1718107

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Source of Funds

OO - See Item 3 of Statement

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 0

8. Shared Voting Power

Owned By

Each

738,950

Reporting 9. Sole Dispositive Power

Person

With 0

10. Shared Dispositive Power

738,950

11. Aggregate Amount Beneficially Owned by Each Reporting Person

738,950

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

6.32%*

14. Type of Reporting Person

CO

* Percentage calculated based on the 11,688,926 outstanding shares of Remark Media, Inc. Common Stock reflected on the Issuer's Form 10-Q filed on May 15, 2014.

This Amendment to Schedule 13D is being filed jointly by InfoSpace LLC (InfoSpace) and Blucora, Inc. (Blucora). InfoSpace is a wholly-owned subsidiary of Blucora. As a result, Blucora may be deemed to beneficially own indirectly the shares of common stock, par value \$0.001 (the Common Stock) of Remark Media, Inc., a Delaware corporation (the Company , beneficially owned by InfoSpace.

Item 2 Identity and Background

The name, business address, present principal occupation or employment; name, principal business and address of any corporation or other organization in which such employment is conducted; and citizenship of each executive officer and director of Blucora and InfoSpace is set forth in Annex I attached hereto.

(d)-(e) During the past five years, neither Blucora nor InfoSpace, nor, to the best knowledge of Blucora or InfoSpace, any of its executive officers or directors, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3 Source and Amount of Funds or Other Consideration

On April 18, 2014, InfoSpace and Blucora, Inc. entered into an Asset Purchase Agreement with Discovery Communications, LLC (Discovery) and HowStuffWorks LLC (HSWLLC) (the Asset Purchase Agreement), pursuant to which InfoSpace and Blucora agreed to purchase, and Discovery and HSWLLC agreed to sell, certain assets relating to the operation of a digital reference business under the HowStuffWorks brand (the Asset Purchase). The Asset Purchase was consummated on May 30, 2014. In connection with the consummation of the Asset Purchase, InfoSpace, HSWLLC and Discovery entered into a Stock Purchase Agreement pursuant to which InfoSpace purchased 738,950 shares of Remark Media Common Stock owned by HSWLLC (the Subject Securities) at a purchase price of \$6.1221 per share (the Stock Purchase). The Stock Purchase was consummated simultaneous with the consummation of the Asset Purchase. The funds used to purchase the Subject Securities were obtained from cash on hand.

The description of the Stock Purchase Agreement contained herein does not purport to be complete and is qualified in its entirety by the Stock Purchase Agreement filed as Exhibit 7.2 hereto.

Item 4 Purpose of Transaction

The Reporting Persons acquired the Subject Securities for investment purposes. The Reporting Persons have no present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons do, however, reserve the right in the future to adopt such plans or proposals subject to compliance with applicable regulatory requirements.

Item 5 Interest in Securities of the Issuer

(a) and (b) InfoSpace beneficially owns 738,950 shares of Common Stock as a result of its acquisition of the Subject Securities on May 30, 2014. InfoSpace has shared voting and dispositive power over 738,950 shares of Common Stock. Blucora may be deemed to have indirect beneficial ownership of 738,950 shares of Common Stock due to its ownership and control of InfoSpace.

(c) None of Blucora, InfoSpace or any of the persons listed on Annex I attached hereto have effected any transactions involving Common Stock within the 60 days prior to this filing.

Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information set forth in Items 2-5 is hereby incorporated by reference into this Item 6.

Item 7 Material to be Filed as Exhibits

Exhibit 7.2: Stock Purchase Agreement

Signature.

After reasonable 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.

Date: June 3, 2014

InfoSpace, LLC

/s/ William J. Ruckelshaus

Name: William J. Ruckelshaus

Title: Chief Executive Officer

Blucora, Inc.

/s/ William J. Ruckelshaus

Name: William J. Ruckelshaus

Title: Chief Executive Officer

Annex I

The following tables set forth the name, business address and present principal occupation or employment (along with the name, principal business and address of any corporation or other organization in which such employment is conducted) and citizenship of each executive officer of InfoSpace, LLC, which is managed by its sole member, Blucora, Inc.

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|------------------------|---|---------------------------------------|-------------|
| William J. Ruckelshaus | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | Chief Executive Officer | USA |
| Michael J. Glover | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | President | USA |
| Eric M. Emans | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | Chief Financial Officer and Treasurer | USA |
| Linda A. Schoemaker | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | Secretary | USA |

The following tables set forth the name, business address and present principal occupation or employment (along with the name, principal business and address of any corporation or other organization in which such employment is conducted) and citizenship of each director and executive officer of Blucora, Inc.

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|------------------------|------------------|------------------------------------|-------------|
| William J. Ruckelshaus | Blucora, Inc. | President, Chief Executive | USA |

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| | | | |
|---------------------|-----------------------------------|---|-----|
| | 10900 NE 8th Street, Suite 800 | Officer, and Director | |
| | Bellevue, WA 98004 | | |
| George M. Allen | Blucora, Inc. | Executive Vice President of | USA |
| | 10900 NE 8th Street, Suite 800 | Corporate Development | |
| | Bellevue, WA 98004 | | |
| Eric M. Emans | Blucora, Inc. | Chief Financial Officer and Treasurer | USA |
| | 10900 NE 8th Street, Suite 800 | | |
| | Bellevue, WA 98004 | | |
| Michael J. Glover | Blucora, Inc. | President, InfoSpace | USA |
| | 10900 NE 8th Street, Suite 800 | | |
| | Bellevue, WA 98004 | | |
| JoAnn Z. Kintzel | Blucora, Inc. | President, TaxACT | USA |
| | 10900 NE 8th Street, Suite 800 | | |
| | Bellevue, WA 98004 | | |
| Ajay Kumar | Blucora, Inc. | President, Monoprice | USA |
| | 10900 NE 8th Street, Suite 800 | | |
| | Bellevue, WA 98004 | | |
| Linda A. Schoemaker | Blucora, Inc. | General Counsel and Secretary | USA |
| | 10900 NE 8th Street, Suite 800 | | |
| | Bellevue, WA 98004 | | |

| | | | |
|---------------------|---|---|-----|
| John Cunningham IV | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | General partner of Clear Fir Partners, L.P., a venture capital investment partnership | USA |
| David Chung | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | Private investor | USA |
| Lance Dunn | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | Retired | USA |
| Steven Hooper | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | Founding Partner, Ignition Partners | USA |
| Elizabeth Huebner | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | Retired | USA |
| Andrew Snyder | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | CEO of Cambridge Information Systems | USA |
| Christopher Walters | Blucora, Inc. 10900 NE 8th Street, Suite 800 Bellevue, WA 98004 | Chief Operating Officer, The Weather Company | USA |