

INSWEB CORP
Form SC 13D/A
February 22, 2008

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)

InsWeb Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45809K103

(CUSIP Number)

February 18, 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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

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CUSIP No. 45809K103

1. Names of Reporting Persons
Hussein A. Enan
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Canada
- | | | |
|-------------------------------------------------------------------------------------|-----|-------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
1,664,693 |
| | 8. | Shared Voting Power
41,250 |
| | 9. | Sole Dispositive Power
1,664,693 |
| | 10. | Shared Dispositive Power
41,250 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,705,943
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
33.7%
14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 45809K103

1. Names of Reporting Persons
Danielle S. Enan
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Canada
7. Sole Voting Power
41,250
8. Shared Voting Power
1,664,693
9. Sole Dispositive Power
41,250
10. Shared Dispositive Power
1,664,693
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,705,943
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
33.7 %
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

This Amendment No. 5 to Schedule 13D amends a prior statement on Schedule 13D (the Schedule 13D) filed on February 26, 2003 and subsequently amended relating to shares of common stock, par value \$0.001 (Common Stock) of InsWeb Corporation, a Delaware corporation (InsWeb). The Schedule 13D is amended only as expressly reported herein and otherwise remains unchanged.

Item 4. Purpose of Transaction

The purchases of the Reporting Persons were made over time for investment purposes. The share ownership of the Reporting Persons first exceeded 20% of the outstanding shares of the Company on February 26, 2003.

Except as set forth above, the filers do not have any intention to engage in any of the transactions enumerated in Items 4(a) through 4(j) of this Schedule. Each of the Reporting Persons intends to continuously review its investment in InsWeb, and may in the future determine, either alone or as part of a group, to acquire additional securities of InsWeb, through open market purchases, private agreements, the granting of stock options by InsWeb, or otherwise. Each of the Reporting Persons may also dispose of all or a portion of the shares of Common Stock through open market transactions or in privately negotiated transactions to one or more persons, and may consider alternatives with respect to the securities of InsWeb. Notwithstanding anything contained herein, each of the Reporting Persons reserves the right to change its intention with respect to any or all such matters.

Item 5. Interest in Securities of the Issuer

Mr. Hussein Enan is the beneficial owner of 1,705,943 shares of Common Stock (representing 1,253,079) shares of Common Stock and options to purchase 452,864 shares that are exercisable or will become exercisable within 60 days of the date of this Amendment). Such shares represent approximately 33.7% of the shares of Common Stock currently outstanding. Mr. Enan has sole voting and dispositive power over 1,664,693 shares. On January 25, 2007, Mr. Enan was granted options to purchase 50,000 shares of common stock; these options vest ratably over twelve months. In addition, Mr. Enan was granted options to purchase 25,000 shares of common stock, but these options vest only if the Company achieves its 2007 operating plan. The exercise price of both of these option grants is \$3.48 per share. On December 31, 2007, Mr. Enan exercised options to purchase 25,000 shares at a price per share of \$3.48.

Mrs. Danielle Enan is the beneficial owner of 1,705,943 shares of Common Stock (representing 1,253,079 shares of Common Stock and options to purchase 452,864 shares that are exercisable or will become exercisable within 60 days of the date of this Amendment). Such shares represent approximately 33.7% of the shares of Common Stock currently outstanding. Mrs. Enan has sole voting and dispositive power over 41,250 shares.

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

This joint filing is made pursuant to the Joint Filing Agreement dated February 20, 2008 attached as Exhibit 1.

Item 7. Material to be Filed as Exhibits

EXHIBIT NO.	DESCRIPTION
1	Joint Filing Agreement dated February 20, 2008

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: February 20, 2008

/s/ Hussein A. Enan
Hussein A. Enan

/s/ Danielle S. Enan
Danielle S. Enan

Exhibit Index

EXHIBIT REFERENCE		DESCRIPTION
1	Agreement to Jointly File Schedule 13D	