

INSWEB CORP  
Form 8-K  
April 17, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**Of the Securities Exchange Act of 1934**

Date of Report: **April 16, 2008**

(Date of earliest event reported)

**INSWEB CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-26083**  
(Commission file number)

**94-3220749**  
(IRS Employer  
Identification Number)

**11290 Pyrites Way, Suite 200**  
**Gold River, California 95670**  
(Address of principal executive offices)

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**(916) 853-3300**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On April 17, 2008, InsWeb Corporation issued a press release announcing financial results for the three months ended March 31, 2008. The press release is attached to this report as Exhibit 99.1.

**Item 8.01. OTHER EVENTS.**

On April 16, 2008, the Company learned that Mr. Hassan Elsawaf sold 111,487 shares to his brother in a private transaction on April 9, 2008. The sale reduces Mr. Elsawaf's shareholding to 391,359 or 8.4%.

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

Exhibit No.99.1

Press release issued by InsWeb Corporation dated April 17, 2008

**SIGNATURE**

In accordance with the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 17, 2008

**INSWEB CORPORATION**  
**(Registrant)**

**/s/ Kiran Rasaretnam**  
Kiran Rasaretnam  
Chief Financial Officer