

INSWEB CORP  
Form 8-K  
October 27, 2006

**UNITED STATES**  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

---

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report: October 25, 2006**  
(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)

**(916) 853-3300**  
(Registrant's telephone number, including area code)

---

**Item 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On October 25, 2006, the Compensation Committee of the Board of Directors (the Committee) of InsWeb Corporation approved and the Board of Directors ratified a change in the compensation for a non-employee member of the Board of Directors, Robert Puccinelli. In-lieu of his semi-annual retainer payment of \$10,000, Mr. Puccinelli will receive a grant of 7,000 options. These options are fully vested with an exercise price of \$2.30 (determined by the closing price of InsWeb's common stock on Thursday, October 25, 2006).

---

---

**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: October 27, 2006

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

**/s/ William D. Griffin**  
William D. Griffin  
Chief Financial Officer  
(Principal Accounting Officer)

---