TRAVELZOO INC
Form 10-Q
November 09, 2007

Table of Contents

**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**
**Form 10-Q**

(Mark One)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2007**

**or**

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission File No.: 000-50171**

**TRAVELZOO INC.**

*(Exact name of registrant as specified in its charter)*

| | |
|---|---|
| **DELAWARE** | **36-4415727** |
| *(State or other jurisdiction of incorporation or organization)* | *(I.R.S. employer identification no.)* |
| **590 Madison Avenue, 21st Floor, New York, New York** | **10022** |
| *(Address of principal executive offices)* | *(Zip code)* |

Registrant s telephone number, including area code: **(212) 521-4200**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer o Accelerated filer þ Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

The number of shares of Travelzoo common stock outstanding as of November 1, 2007 was 14,250,479 shares.

**TRAVELZOO INC.**
**Table of Contents**

Table of Contents

## PART I FINANCIAL INFORMATION

***Item 1. Unaudited Condensed Consolidated Financial Statements***

**TRAVELZOO INC.**
**CONDENSED CONSOLIDATED BALANCE SHEETS**
**(Unaudited)**
**(In thousands, except par value)**

| | September 30, 2007 | December 31, 2006 |
|---|---|---|
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 23,253 | $ 33,415 |
| Accounts receivable, less allowance for doubtful accounts of $315 and $726 as of September 30, 2007 and December 31, 2006, respectively | 9,408 | 7,274 |
| Deposits | 181 | 177 |
| Prepaid expenses and other current assets | 1,088 | 506 |
| Deferred income taxes | 1,980 | 1,980 |
| Total current assets | 35,910 | 43,352 |
| Deposits, less current portion | 239 | 142 |
| Property and equipment, net | 387 | 172 |
| Intangible assets, net | 33 | 34 |
| Total assets | $ 36,569 | $ 43,700 |
| **LIABILITIES AND STOCKHOLDERS EQUITY** | | |
| Current liabilities: | | |
| Accounts payable | $ 5,750 | $ 2,839 |
| Accrued expenses | 3,101 | 2,149 |
| Deferred revenue | 471 | 750 |
| Deferred rent | 25 | |
| Income tax payable | | 1,142 |
| Total current liabilities | 9,347 | 6,880 |
| Other long-term liabilities | 1,196 | 3 |
| Commitments and contingencies | | |
| Stockholders equity: | | |
| Common stock, $0.01 par value (40,000 shares authorized; 15,250 shares issued and 14,250 shares outstanding as of September 30, 2007; 15,250 shares issued and outstanding as of December 31, 2006) | 153 | 153 |
| Treasury Stock | (19,823) | |
| Additional paid-in capital | 2,076 | 2,076 |

| | | | | |
|---|---|---|---|---|
| Retained earnings | | 43,629 | | 34,566 |
| Accumulated other comprehensive income (loss) | | (9) | | 22 |
| Total stockholders equity | | 26,026 | | 36,817 |
| Total liabilities and stockholders equity | $ | 36,569 | $ | 43,700 |

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

**TRAVELZOO INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**
**(Unaudited)**
**(In thousands, except per share amounts)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2007** | **2006** | **2007** | **2006** |
| Revenues | $ 19,943 | $ 17,586 | $ 59,798 | $ 51,873 |
| Cost of revenues | 563 | 232 | 1,360 | 782 |
| Gross profit | 19,380 | 17,354 | 58,438 | 51,091 |
| Operating expenses: | | | | |
| Sales and marketing | 10,954 | 6,974 | 31,015 | 22,047 |
| General and administrative | 3,488 | 2,249 | 9,254 | 6,962 |
| Total operating expenses | 14,442 | 9,223 | 40,269 | 29,009 |
| Income from operations | 4,938 | 8,131 | 18,169 | 22,082 |
| Other income and expense: | | | | |
| Interest income | 312 | 279 | 1,103 | 926 |
| Gain on foreign currency | 68 | 7 | 103 | 12 |
| Income before income taxes | 5,318 | 8,417 | 19,375 | 23,020 |
| Income taxes | 3,164 | 3,866 | 10,312 | 10,502 |
| Net income | $ 2,154 | $ 4,551 | $ 9,063 | $ 12,518 |
| Basic net income per share | $ 0.15 | $ 0.30 | $ 0.60 | $ 0.80 |
| Diluted net income per share | $ 0.14 | $ 0.28 | $ 0.56 | $ 0.74 |
| Shares used in computing basic net income per share | 14,659 | 15,250 | 15,053 | 15,595 |
| Shares used in computing diluted net income per share | 15,873 | 16,464 | 16,278 | 16,803 |

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

**TRAVELZOO INC.**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(Unaudited)**
**(In thousands)**

| | Nine Months Ended September 30, 2007 | Nine Months Ended September 30, 2006 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| Net income | $ 9,063 | $ 12,518 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 132 | 103 |
| Provision for (recovery of) losses on accounts receivable | (52) | 228 |
| Accrued interest income for short-term investments | | (449) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (2,018) | 3 |
| Deposits | (96) | (92) |
| Prepaid expenses and other current assets | (571) | 63 |
| Accounts payable | 2,881 | 100 |
| Accrued expenses | 892 | (271) |
| Deferred revenue | (283) | 282 |
| Deferred rent | 72 | |
| Income tax payable | 3 | (649) |
| Net cash provided by operating activities | 10,023 | 11,836 |
| **Cash flows from investing activities:** | | |
| Purchases of property and equipment | (335) | (96) |
| Purchases of intangible assets | (5) | |
| Purchase of short-term investments | | (14,663) |
| Sale of short-term investments | | 35,000 |
| Net cash provided by (used in) investing activities | (340) | 20,241 |
| **Cash flows from financing activities:** | | |
| Repurchase of common stock | (19,823) | (28,579) |
| Net cash used in financing activities | (19,823) | (28,579) |
| Effect of exchange rate changes on cash and cash equivalents | (22) | 10 |
| Net increase (decrease) in cash and cash equivalents | (10,162) | 3,508 |
| Cash and cash equivalents at beginning of period | 33,415 | 24,469 |
| Cash and cash equivalents at end of period | $ 23,253 | $ 27,977 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for income taxes, net of refunds received | $ 10,404 | $ 11,152 |

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

**TRAVELZOO INC.**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(Unaudited)**

**Note 1: The Company and Basis of Presentation**

Travelzoo Inc. (the Company or Travelzoo ) is a global Internet media company. Travelzoo s publications and products include the *Travelzoo* Web sites (www.travelzoo.com, www.travelzoo.ca, www.travelzoo.com.hk, www.travelzoo.co.uk, www.travelzoo.de, www.travelzoo.fr, among others), the *Travelzoo Top 20* e-mail newsletter, the *Newsflash* e-mail alert service, the *SuperSearch* pay-per-click travel search engine, and the *Travelzoo Network*, an affiliate network of Web sites that list travel deals published by Travelzoo.

Travelzoo is controlled by Ralph Bartel, who held beneficially approximately 53.7% of the outstanding shares as of November 1, 2007.

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC). Certain information and footnote disclosure normally included in consolidated financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States of America have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position of the Company, and its results of operations and cash flows. These condensed consolidated financial statements should be read in conjunction with the Company s audited consolidated financial statements and related notes as of and for the year ended December 31, 2006, included in the Company s Form 10-K filed with the SEC on March 15, 2007.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. All foreign subsidiaries use the local currency of their respective countries as their functional currency. Assets and liabilities are translated into U.S. dollars at exchange rates prevailing at the balance sheet dates. Revenues, costs and expenses are translated into U.S. dollars at average exchange rates for the period.

The results of operations for the three and nine months ended September 30, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007 or any other future period, and the Company makes no representations related thereto.

The Company was formed as a result of a combination and merger of entities founded by the Company s majority stockholder, Ralph Bartel. In 1998, Mr. Bartel founded Travelzoo.com Corporation, a Bahamas corporation, which issued 5,155,874 shares via the Internet to approximately 700,000 Netsurfer stockholders for no cash consideration. In 1998, Mr. Bartel also founded Silicon Channels Corporation, a California corporation, to operate the *Travelzoo* Web site. During 2001, Travelzoo Inc. was formed as a subsidiary of Travelzoo.com Corporation, and Mr. Bartel contributed all of the outstanding shares of Silicon Channels Corporation to Travelzoo Inc. in exchange for 8,129,273 shares of Travelzoo Inc. and options to acquire an additional 2,158,349 shares at $1.00. The merger was accounted for as a combination of entities under common control using as-if pooling-of-interests accounting. Under this method of accounting, the assets and liabilities of Silicon Channels Corporation and Travelzoo Inc. were carried forward to the combined company at their historical costs. In addition, all prior period financial statements of Travelzoo Inc. were restated to include the combined results of operations, financial position and cash flows of Silicon Channels Corporation.

During January 2001, the Board of Directors of Travelzoo.com Corporation proposed that Travelzoo.com Corporation be merged with Travelzoo Inc. whereby Travelzoo Inc. would be the surviving entity. On March 15, 2002, the stockholders of Travelzoo.com Corporation approved the merger with Travelzoo Inc. On April 25, 2002, the certificate of merger was filed in Delaware upon which the merger became effective and Travelzoo.com Corporation ceased to exist. Each outstanding share of common stock of Travelzoo.com Corporation was converted into the right to receive one share of common stock of Travelzoo Inc. Under and subject to the terms of the merger agreement, stockholders were allowed a period of two years following the effective date of the merger to receive shares of Travelzoo Inc. The records of Travelzoo.com Corporation showed that, assuming all of the shares applied for by the

Netsurfer stockholders were validly issued, there were 11,295,874 shares of Travelzoo.com Corporation outstanding. As of April 25, 2004, two years following the effective date of the merger, 7,180,342 shares of Travelzoo.com Corporation had been exchanged for shares of Travelzoo Inc. Prior to that date, the remaining shares which were available for issuance pursuant to the merger agreement were included in the issued and outstanding common stock of Travelzoo Inc. and included in the calculation of basic and diluted earnings per share. After April 25, 2004, the Company ceased issuing shares to the former stockholders of Travelzoo.com Corporation, and no additional shares are reserved for issuance to any former stockholders, because their right to receive shares has now expired. On April 25, 2004, the number of shares reported as outstanding was reduced from 19,425,147 to 15,309,615 to reflect actual shares issued as of the expiration date. Earnings per share calculations reflect this reduction of the number of shares reported as outstanding. As of September 30, 2007, there were 14,250,479 shares of common stock outstanding.

It is possible that claims may be asserted against the Company in the future by former stockholders of Travelzoo.com Corporation seeking to receive shares in the Company, whether based on a claim that the two-year deadline for exchanging their shares was unenforceable or otherwise. In addition, one or more jurisdictions, including the Bahamas or the State of Delaware, may assert rights to unclaimed shares of the Company under escheat statutes. If such escheat claims are asserted, the Company intends to challenge the applicability of escheat rights, in that, among other reasons, the identity, residency and eligibility of the holders in question cannot be determined. There were certain conditions applicable to the issuance of shares to the Netsurfer stockholders, including requirements that (i) they be at least 18 years of age, (ii) they be residents of the U.S. or Canada and (iii) they not apply for shares more than once. The Netsurfer stockholders were required to confirm their compliance with these conditions, and were advised that failure to comply could result in cancellation of their shares in Travelzoo.com Corporation. Travelzoo.com Corporation was not able to verify that the applicants met the requirements referred to above at the time of their applications for issuance of shares. If claims are asserted by persons claiming to be former stockholders of Travelzoo.com Corporation, the Company intends to assert that their rights to receive their shares expired two years following the effective date of the merger, as provided in the merger agreement. The Company also expects to take the position, if escheat or similar claims are asserted in respect of the unissued shares in the future, that it is not required to issue such shares. Further, even if it were established that unissued shares were subject to escheat claims, the Company would assert that the claimant must establish that the original Netsurfer stockholders complied with the conditions to issuance of their shares. The Company is not able to predict the outcome of any future claims which might be asserted relating to the unissued shares. If such claims were asserted, and were fully successful, that could result in the Company being required to issue up to an additional approximately 4,070,000 shares of common stock for no additional payment.

On October 15, 2004, the Company announced a program under which it would make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into Travelzoo Inc. within the required time period. The accompanying consolidated financial statements include a charge in general and administrative expenses of $94,000 for these cash payments for the nine months ended September 30, 2007 of which $11,000 remains as a liability as of September 30, 2007. The liability is based on the number of estimated requests received from former stockholders through September 30, 2007 which had not yet been processed for payment. The total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of the Company s common stock price. The Company s common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. The Company does not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but the Company believes that only a portion of such requests were valid. As noted above, in order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation. Assuming 100% of the requests from 1998 were valid, former stockholders of Travelzoo.com Corporation holding an additional approximately 4,070,000 shares had not submitted claims under the program as of September 30, 2007.

The merger of Travelzoo.com Corporation into Travelzoo Inc. was accounted for as a combination of entities under common control using as-if pooling-of-interests accounting. Under this method of accounting, the assets and liabilities of Travelzoo.com Corporation and Travelzoo Inc. were carried forward at their historical costs. In addition, all prior period financial statements of Travelzoo Inc. were restated to include the combined results of operations, financial position and cash flows of Travelzoo.com Corporation. The restated results of operations and cash flows of Travelzoo Inc. are identical to the combined results of Travelzoo.com Corporation and Travelzoo Inc.

Table of Contents

**Note 2: Revenue Recognition**

All revenue consists of advertising sales. Advertising insertions are either sold by fixed-fee arrangements or sold by variable-fee arrangements.

The Company recognizes revenues in accordance with Securities and Exchange Commission Staff Accounting Bulletin ( SAB ) No. 104, Revenue Recognition. Advertising revenues are recognized in the period in which the advertisement is displayed, provided that evidence of an arrangement exists, the fees are fixed or determinable and collection of the resulting receivable is reasonably assured. Where collectibility is not reasonably assured, the revenue will be recognized upon cash collection, provided that the other criteria for revenue recognition have been met. The Company recognizes revenue for fixed-fee advertising arrangements ratably over the term of the insertion order as described below, with the exception of *Travelzoo Top 20* or *Newsflash* insertions, which are recognized upon delivery. The majority of insertion orders have terms that begin and end in a quarterly reporting period. In the cases where at the end of a quarterly reporting period the term of an insertion order is not complete, the Company recognizes revenue for the period by pro-rating the total arrangement fee to revenue and deferred revenue based on a measure of proportionate performance of its obligation under the insertion order. The Company measures proportionate performance by the number of placements delivered and undelivered as of the reporting date. The Company uses prices stated on its internal rate card for measuring the value of delivered and undelivered placements. Fees for variable-fee advertising arrangements are recognized based on the number of impressions displayed or clicks delivered during the period.

Under these policies, no revenue is recognized unless persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is deemed reasonably assured. The Company evaluates each of these criteria as follows:

§ *Evidence of an arrangement.* The Company considers an insertion order signed by the client or its agency to be evidence of an arrangement.

§ *Delivery.* Delivery is considered to occur when the advertising has been displayed and, if applicable, the click-throughs have been delivered.

§ *Fixed or determinable fee.* The Company considers the fee to be fixed or determinable if the fee is not subject to refund or adjustment and payment terms are standard.

§ *Collection is deemed reasonably assured.* The Company conducts a credit review for all transactions at the time of the arrangement to determine the creditworthiness of the client. Collection is deemed reasonably assured if it is expected that the client will be able to pay amounts under the arrangement as payments become due. If it is determined that collection is not reasonably assured, then revenue is deferred and recognized upon cash collection. Collection is deemed not reasonably assured when a client is perceived to be in financial distress, which may be evidenced by weak industry conditions, a bankruptcy filing, or previously billed amounts that are past due.

The Company s standard payment terms are 30 days net. Insertion orders that include fixed-fee advertising are invoiced upon acceptance of the insertion order and on the first day of each month over the term of the insertion order, with the exception of *Travelzoo Top 20* or *Newsflash* insertions, which are primarily invoiced upon delivery. Insertion orders that include variable-fee advertising are invoiced at the end of the month. The Company s standard terms state that in the event that Travelzoo fails to publish advertisements as specified in the insertion order, the liability of Travelzoo to the client shall be limited to, at Travelzoo s sole discretion, a pro rata refund of the advertising fee, the placement of the advertisements at a later time in a comparable position, or the extension of the term of the insertion order until the advertising is fully delivered. The Company believes that no significant obligations exist after the full delivery of advertising.

Revenue from advertising sold to clients through agencies is reported at the net amount billed to the agency.

Table of Contents

**Note 3: Recent Accounting Pronouncements**

In June 2006, the Financial Accounting Standards Board ( FASB ) issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes ( FIN 48 ). FIN 48 clarifies the accounting and reporting for income taxes recognized in accordance with Statement of Financial Accounting Standards ( SFAS ) No. 109, Accounting for Income Taxes. FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We adopted FIN 48 on January 1, 2007. See Note 7: Income Taxes for a discussion of the impact of FIN 48.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ( SFAS 157 ). SFAS 157 establishes a framework for measuring the fair value of assets and liabilities. This framework is intended to provide increased consistency in how fair value determinations are made under various existing accounting standards which permit, or in some cases require, estimates of fair market value. This statement is effective for us beginning January 1, 2008. We are currently evaluating the impact of adopting SFAS 157 on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ( SFAS 159 ). SFAS 159 provides the option to report certain financial assets and liabilities at fair value, with the intent to mitigate volatility in financial reporting that can occur when related assets and liabilities are recorded on different bases. This statement is effective for us beginning January 1, 2008. We are currently evaluating the impact of adopting SFAS 159 on our consolidated financial statements.

**Note 4: Stock-based Compensation**

On January 1, 2006, the Company adopted SFAS No. 123 (revised 2004), Share-Based Payments ( SFAS 123R ), which addresses the accounting for stock-based payment transactions whereby an entity receives employee services in exchange for equity instruments, including stock options. SFAS 123R eliminates the ability to account for stock-based compensation transactions using the intrinsic value method under Accounting Principles Board ( APB ) Opinion No. 25, Accounting for Stock Issued to Employees , and instead generally requires that such transactions be accounted for using a fair-value based method. The Company has elected the modified prospective transition method as permitted under SFAS 123R, and accordingly prior periods have not been restated to reflect the impact of SFAS 123R. The modified prospective transition method requires that stock-based compensation expense be recorded for all new and unvested stock options that are ultimately expected to vest as the requisite service is rendered beginning on January 1, 2006. Stock-based compensation for awards granted prior to January 1, 2006 is based upon the grant-date fair value of such compensation as determined under the pro forma provisions of SFAS No. 123, Accounting for Stock-Based Compensation.

As described in Note 1, as part of the consideration exchanged for the outstanding shares of Silicon Channels Corporation, the Company also issued to the majority stockholder in January 2001 fully vested and exercisable options to acquire 2,158,349 shares of common stock. The options have an exercise price of $1.00 per share, are outstanding as of September 30, 2007, and expire in January 2011.

In October 2001, the Company granted to each director fully vested and exercisable options to purchase 30,000 shares of common stock with an exercise price of $2.00 per share for their services as a director in 2000 and 2001. A total of 210,000 options were granted. The options expire in October 2011. 150,000 options and 17,275 options were exercised during the years ended December 31, 2004 and 2005, respectively. As of September 30, 2007, 42,725 options are vested and remain outstanding.

In March 2002, Travelzoo Inc. granted to each director options to purchase 5,000 shares of common stock with an exercise price of $3.00 per share that vested in connection with their services as a director in 2002. A total of 35,000 options were granted. The options expire in March 2012. In October 2002, 1,411 options were cancelled upon the resignation of a director. 23,589 of these options were exercised during the year ended December 31, 2004. As of September 30, 2007, 10,000 options are vested and remain outstanding.

The Company did not provide any stock-based compensation in fiscal years 2005, 2006, or in the nine months ended September 30, 2007. In addition, all previously issued options vested prior to January 1, 2002.

Table of Contents

Option activity as of September 30, 2007 and changes during the nine months ended September 30, 2007 were as follows:

| | Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Life | Aggregate Intrinsic Value (in thousands) |
|---|---|---|---|---|
| Outstanding at December 31, 2006 | 2,211,074 | $ 1.03 | | |
| Outstanding at September 30, 2007 | 2,211,074 | $ 1.03 | 3.36 years | $ 48,500 |
| Exercisable and fully vested at September 30, 2007 | 2,211,074 | $ 1.03 | 3.36 years | $ 48,500 |

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (the difference between the Company s closing stock price on the last trading day of the third quarter of fiscal 2007 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on September 30, 2007. This amount changes based on the fair market value of the Company s stock. The Company s policy is to issue shares from the authorized shares to fulfill stock option exercises.

**Note 5: Net Income Per Share**

Net income per share has been calculated in accordance with SFAS No. 128, Earnings per Share. Basic net income per share is computed using the weighted-average number of common shares outstanding for the period. Diluted net income per share is computed by adjusting the weighted-average number of common shares outstanding for the effect of potential common shares outstanding during the period. Potential common shares included in the diluted calculation consist of incremental shares issuable upon the exercise of outstanding stock options calculated using the treasury stock method.

The following table sets forth the calculation of basic and diluted net income per share (in thousands, except per share amounts):

| | **Three Months Ended September 30,** | | **Nine Months Ended September 30,** | |
|---|---|---|---|---|
| | **2007** | **2006** | **2007** | **2006** |
| Basic net income per share: | | | | |
| Net income | $ 2,154 | $ 4,551 | $ 9,063 | $ 12,518 |
| Weighted average common shares | 14,659 | 15,250 | 15,053 | 15,595 |
| Basic net income per share | $ 0.15 | $ 0.30 | $ 0.60 | $ 0.80 |
| Diluted net income per share: | | | | |
| Net income | $ 2,154 | $ 4,551 | $ 9,063 | $ 12,518 |
| Weighted average common shares | 14,659 | 15,250 | 15,053 | 15,595 |
| Effect of dilutive securities: stock options | 1,214 | 1,214 | 1,225 | 1,208 |
| Diluted weighted average common shares | 15,873 | 16,464 | 16,278 | 16,803 |
| Diluted net income per share | $ 0.14 | $ 0.28 | $ 0.56 | $ 0.74 |

**Note 6: Commitments and Contingencies**

The Company leases office space in Canada, France, Germany, Hong Kong, Japan, Spain, the U.K., and the U.S. under operating leases which expire between December 31, 2007 and December 31, 2009. The future minimum lease payments under these operating leases as of September 30, 2007 total $3,520,000. The future lease payments consist of $735,000 due in 2007, $1,854,000 due in 2008, and $931,000 due in 2009.

It is possible that claims may be asserted against the Company in the future by former stockholders of Travelzoo.com Corporation seeking to receive shares in the Company, whether based on a claim that the two-year deadline for exchanging their shares was unenforceable or otherwise. In addition, one or more jurisdictions, including the Bahamas or the State of Delaware, may assert rights to unclaimed shares of the Company under escheat statutes. If such escheat claims are asserted, the Company intends to challenge the applicability of escheat rights, in that, among other reasons, the identity, residency and eligibility of the holders in question cannot be determined. There were certain conditions applicable to the issuance of shares to the Netsurfer stockholders, including requirements that (i) they be at least 18 years of age, (ii) they be residents of the U.S. or Canada and (iii) they not apply for shares more than once. The Netsurfer stockholders were required to confirm their compliance with these conditions, and were advised that failure to comply could result in cancellation of their shares in Travelzoo.com Corporation. Travelzoo.com Corporation was not able to verify that the applicants met the requirements referred to above at the time of their applications for issuance of shares. If claims are asserted by persons claiming to be former stockholders of Travelzoo.com Corporation, the Company intends to assert that their rights to receive their shares expired two years following the effective date of the merger, as provided in the merger agreement. The Company also expects to take the position, if escheat or similar claims are asserted in respect of the unissued shares in the future, that it is not required to issue such shares. Further, even if it were established that unissued shares were subject to escheat claims, the Company would assert that the claimant must establish that the original Netsurfer stockholders complied with the conditions to issuance of their shares. The Company is not able to predict the outcome of any future claims which might be asserted relating to the unissued shares. If such claims were asserted, and were fully successful, that could result in the Company being required to issue up to an additional approximately 4,070,000 shares of common stock for no additional payment.

On October 15, 2004, the Company announced a program under which it would make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests to convert shares into Travelzoo Inc. within the required time period. The accompanying consolidated financial statements include a charge in general and administrative expenses of $94,000 for these cash payments for the nine months ended September 30, 2007 of which $11,000 remains as a liability as of September 30, 2007. The liability is based on the number of estimated requests received from former stockholders through the reporting date which had not yet been processed for payment. The total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of the Company s common stock price. The Company s common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. The Company does not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but the Company believes that only a portion of such requests were valid. As noted above, in order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation. Assuming 100% of the requests from 1998 were valid, former stockholders of Travelzoo.com Corporation holding approximately 4,070,000 shares had not submitted claims under the program.

**Note 7: Income Taxes**

We adopted the provisions of FIN 48, on January 1, 2007. There was no effect to the financial statements upon implementation of FIN 48. The Company has a liability of $1.0 million for income taxes associated with uncertain tax positions at January 1, 2007. The net amount of $1.0 million, if recognized, would favorably affect the company s effective tax rate. In addition, consistent with the provisions of FIN 48, the company reclassified $1.0 million of income tax liabilities from income taxes payable to non-current liabilities because payment of cash is not anticipated within one year of the balance sheet date. These non-current income tax liabilities are recorded in other liabilities in the Condensed Consolidated Balance Sheets.

Interest and penalties related to income tax liabilities are included in income tax expense. The balance of accrued interest and penalties recorded in the Condensed Consolidated Balance Sheets at January 1, 2007 was $97,000; of this amount, $97,000 was also reclassified from income taxes payable to other liabilities upon adoption of FIN 48.

We file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. We are no longer subject to U.S. federal and certain state tax examinations for years before 2003. We are no longer subject to

California tax examinations for years before 2002. We do not believe there will be any material changes in our unrecognized tax positions over the next 12 months.

**Note 8: Segment Reporting and Significant Customer Information**

The Company manages its business geographically and has three operating segments: North America, Europe and Asia Pacific. North America consists of the Company s operations in Canada and the U.S. Europe consists of the Company s operations in France, Germany, Spain, and the U.K. The Company began operations in Europe in May 2005. Asia Pacific consists of the Company s operations in Hong Kong and Japan. The Company began operations in Asia Pacific in April 2007.

**Table of Contents**

Management relies on an internal management reporting process that provides revenue and segment operating income (loss) for making financial decisions and allocating resources. Management believes that segment revenues and operating income (loss) are appropriate measures of evaluating the operational performance of the Company s segments.

The following is a summary of operating results and assets (in thousands) by business segment:

| Three months ended September 30, 2007: | North America | Europe | Asia Pacific | Elimination | Consolidated |
|---|---|---|---|---|---|
| Revenues from unaffiliated customers | $ 18,332 | $ 1,611 | $ | $ | $ 19,943 |
| Intersegment revenues | 33 | | | (33) | |
| Total net revenues | 18,365 | 1,611 | | (33) | 19,943 |
| Operating income (loss) | 7,066 | (1,423) | (706) | 1 | 4,938 |

| Three months ended September 30, 2006: | North America | Europe | Asia Pacific | Elimination | Consolidated |
|---|---|---|---|---|---|
| Revenues from unaffiliated customers | $ 16,627 | $ 959 | $ | $ | $ 17,586 |
| Intersegment revenues | 37 | 4 | | (41) | |
| Total net revenues | 16,664 | 963 | | (41) | 17,586 |
| Operating income (loss) | 8,407 | (277) | | 1 | 8,131 |

| Nine months ended September 30, 2007: | North America | Europe | Asia Pacific | Elimination | Consolidated |
|---|---|---|---|---|---|
| Revenues from unaffiliated customers | $ 55,406 | $ 4,392 | $ | $ | $ 59,798 |
| Intersegment revenues | 152 | 5 | | (157) | |
| Total net revenues | 55,558 | 4,397 | | (157) | 59,798 |
| Operating income (loss) | 22,540 | (3,266) | (1,107) | 2 | 18,169 |

| Nine months ended September 30, 2006: | North America | Europe | Asia Pacific | Elimination | Consolidated |
|---|---|---|---|---|---|
| Revenues from unaffiliated customers | $ 49,607 | $ 2,266 | $ | $ | $ 51,873 |
| Intersegment revenues | 150 | 6 | | (156) | |
| Total net revenues | 49,757 | 2,272 | | (156) | 51,873 |
| Operating income (loss) | 23,311 | (1,231) | | 2 | 22,082 |

| As of September 30, 2007 | North America | Europe | Asia Pacific | Elimination | Consolidated |
|---|---|---|---|---|---|
| Property and equipment, net: | $ 264 | $ 64 | $ 59 | $ | $ 387 |
| Total assets | 41,985 | 3,798 | 683 | (9,897) | 36,569 |

| As of December 31, 2006 | Europe | Elimination | Consolidated |
|---|---|---|---|

| | North America | | Asia Pacific | | |
|---|---|---|---|---|---|
| Property and equipment, net: | $ 126 | $ 46 | $ | $ | $ 172 |
| Total assets | 45,922 | 3,093 | | (5,315) | 43,700 |

Revenue for each segment is recognized based on the customer location within a designated geographic region. Property and equipment are attributed to the geographic region in which the assets are located.

Significant customer information is as follows:

| | **Percent of Revenues Three Months Ended September 30,** | | **Percent of Revenues Nine Months Ended September 30,** | | **Percent of Accounts Receivable** | |
|---|---|---|---|---|---|---|
| | | | | | **September 30,** | **December 31,** |
| **Customer** | **2007** | **2006** | **2007** | **2006** | **2007** | **2006** |
| Travelport Limited | 15% | 17% | 15% | 16% | 10% | 16% |
| Expedia, Inc. | 12% | 15% | 11% | 14% | 16% | 16% |

The agreements with these customers are in the form of multiple insertion orders from groups of entities under common control, in either the Company s standard form or in the customer s form.

Table of Contents

**Note 9: Comprehensive Income (Loss)**

Comprehensive income (loss) consists of two components: net income and other comprehensive income (loss). Other comprehensive income (loss) refers to gains and losses that under generally accepted accounting principles are recorded as an element of stockholders equity but are excluded from net income. The Company s other comprehensive income (loss) is comprised of foreign currency translation adjustments.

**Note 10: Foreign Currency**

Realized gains and losses from foreign currency transactions are recognized as gain or loss on foreign currency. The Company does not use any derivatives for hedging or speculative purposes.

**Note 11: Stock Repurchase Program**

In April 2007, the Company announced a share repurchase program authorizing the repurchase of up to 1.0 million shares of common stock in the open market or in private transactions. During the nine months ended September 30, 2007, the Company purchased 1.0 million shares of common stock for an aggregate price of $19.8 million and completed the share repurchase under this program. The 1.0 million shares repurchased are recorded as part of treasury stock as of September 30, 2007.

In February 2006, the Company announced a share repurchase program authorizing the repurchase of up to 1.0 million shares of common stock in the open market or in private transactions. During the nine months ended September 30, 2006, the Company purchased and retired 1.0 million shares of common stock for an aggregate price of $28.6 million and completed the share repurchase under this program.

Table of Contents

**Item 2.** ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

The information in this report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based upon current expectations, assumptions, estimates and projections about Travelzoo and our industry. These forward-looking statements are subject to the many risks and uncertainties that exist in our operations and business environment that may cause actual results, performance or achievements of Travelzoo to be different from those expected or anticipated in the forward-looking statements. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. For example, words such as may , will , should , estimates , predicts , potential , continue , strategy , believes , anticipates , plans , expects , int expressions are intended to identify forward-looking statements. Travelzoo s actual results and the timing of certain events could differ significantly from those anticipated in such forward-looking statements. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those discussed elsewhere in this report in the section entitled Risk Factors and the risks discussed in our other SEC filings. The forward-looking statements included in this report reflect the beliefs of our management on the date of this report. Travelzoo undertakes no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other circumstances occur in the future.

**Overview**

Travelzoo is a global Internet media company. We publish travel offers from hundreds of travel companies. As the Internet is becoming consumers preferred medium to search for travel offers, we provide airlines, hotels, cruise lines, vacation packagers, and other travel companies with a fast, flexible, and cost-effective way to reach millions of users. While our products provide advertising opportunities for travel companies, they also provide Internet users with a free source of information on current sales and specials from hundreds of travel companies.

Our publications and products include the *Travelzoo* Web sites (www.travelzoo.com, www.travelzoo.ca, www.travelzoo.com.hk, www.travelzoo.co.uk, www.travelzoo.de, www.travelzoo.fr, among others), the *Travelzoo Top 20* e-mail newsletter, the *Newsflash* e-mail alert service, and the *Travelzoo Network*, an affiliate network of Web sites that list travel deals published by Travelzoo. We also operate *SuperSearch*, a pay-per-click travel search engine. More than 600 travel companies purchase our advertising services.

Our revenues are advertising revenues, consisting of listing fees paid by travel companies to advertise their offers on the *Travelzoo* Web sites, in the *Travelzoo Top 20* e-mail newsletter, in the *Newsflash* e-mail alert service, through the *Travelzoo Network*, and in *SuperSearch*, a pay-per-click travel search engine. Revenues are principally generated from the sale of advertising in the U.S. Listing fees are based on placement, number of listings, number of impressions, or number of clickthroughs. Smaller advertising agreements typically $4,000 or less per month typically renew automatically each month if they are not terminated by the client. Larger agreements are typically related to advertising campaigns and are not automatically renewed.

We have three operating segments based on geographic regions: North America, Europe and Asia Pacific. North America consists of our operations in Canada and the U.S.. Europe consists of our operations in France, Germany, Spain, and the U.K. Asia Pacific consists of our operations in Hong Kong and Japan.

When evaluating the financial condition and operating performance of the Company, management focuses on the following financial and non-financial indicators:

- Growth in the number of subscribers to the Company s newsletters and page views of the homepages of the *Travelzoo* Web sites;
- Operating margin;
- Growth in revenues in the absolute and relative to the growth in reach of the Company s publications; and
- Revenue per employee as a measure of productivity.

**Critical Accounting Policies**

We believe that there are a number of accounting policies that are critical to understanding our historical and future performance, as these policies affect the reported amounts of revenue and the more significant areas involving management s judgments and estimates. These significant accounting policies relate to revenue recognition, the allowance for doubtful accounts, and liabilities to former stockholders. These policies, and our procedures related to these policies, are described in detail below.

**Table of Contents**

*Revenue Recognition*

We recognize revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 104, Revenue Recognition. We recognize advertising revenues in the period in which the advertisement is displayed, provided that evidence of an arrangement exists, the fees are fixed or determinable and collection of the resulting receivable is reasonably assured. If fixed-fee advertising is displayed over a term greater than one month, revenues are recognized ratably over the period as described below. The majority of insertion orders have terms that begin and end in a quarterly reporting period. In the cases where at the end of a quarterly reporting period the term of an insertion order is not complete, the Company recognizes revenue for the period by pro-rating the total arrangement fee to revenue and deferred revenue based on a measure of proportionate performance of its obligation under the insertion order. The Company measures proportionate performance by the number of placements delivered and undelivered as of the reporting date. The Company uses prices stated on its internal rate card for measuring the value of delivered and undelivered placements. Fees for variable-fee advertising arrangements are recognized based on the number of impressions displayed or clicks delivered during the period.

Under these policies, no revenue is recognized unless persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is reasonably assured. The Company evaluates each of these criteria as follows:

§ *Evidence of an arrangement.* We consider an insertion order signed by the client or its agency to be evidence of an arrangement.

§ *Delivery.* Delivery is considered to occur when the advertising has been displayed and, if applicable, the clickthroughs have been delivered.

§ *Fixed or determinable fee.* We consider the fee to be fixed or determinable if the fee is not subject to refund or adjustment and payment terms are standard.

§ *Collection is reasonably assured.* We conduct a credit review for all transactions at the time of the arrangement to determine the creditworthiness of the client. Collection is deemed reasonably assured if we expect that the client will be able to pay amounts under the arrangement as payments become due. If we determine that collection is not reasonably assured, then we defer the revenue and recognize the revenue upon cash collection. Collection is deemed not reasonably assured when a client is perceived to be in financial distress, which may be evidenced by weak industry conditions, a bankruptcy filing, or previously billed amounts that are past due.

Revenue from advertising sold to clients through agencies is reported at the net amount billed to the agency.

*Allowance for Doubtful Accounts*

We record a provision for doubtful accounts based on our historical experience of write-offs and a detailed assessment of our accounts receivable and allowance for doubtful accounts. In estimating the provision for doubtful accounts, management considers the age of the accounts receivable, our historical write-offs, the creditworthiness of the client, the economic conditions of the client s industry, and general economic conditions, among other factors. Should any of these factors change, the estimates made by management will also change, which could impact the level of our future provision for doubtful accounts. Specifically, if the financial condition of our clients were to deteriorate, affecting their ability to make payments, additional provision for doubtful accounts may be required.

*Liability to Former Stockholders*

On October 15, 2004, we announced a program under which we would make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for shares in Travelzoo Inc. within the required time period. We account for the cost of this program as an expense recorded in general and administrative expenses. The ultimate total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of the Company s common stock price. The Company s common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. We do not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid. We believe that only a portion of such requests were valid. In order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation.

Table of Contents

Since the total cost of the program is not reliably estimable, the amount of expense recorded in a period is equal to the number of actual claims received during the period multiplied by (i) the number of shares held by each individual former stockholder and (ii) the applicable settlement price based on the recent price of our common stock at the date the claim is received as stipulated by the program. Requests are generally paid within 30 days of receipt. Please refer to Note 6 to our unaudited condensed consolidated financial statements for further details about our liabilities to former stockholders.

**Results of Operations**

The following table sets forth, as a percentage of total revenues, the results of our operations for the periods indicated.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2007** | **2006** | **2007** | **2006** |
| Revenues | 100.0% | 100.0% | 100.0% | 100.0% |
| Cost of revenues | 2.8 | 1.3 | 2.3 | 1.5 |
| Gross profit | 97.2 | 98.7 | 97.7 | 98.5 |
| Operating expenses: | | | | |
| Sales and marketing | 54.9 | 39.6 | 51.8 | 42.5 |
| General and administrative | 17.5 | 12.8 | 15.5 | 13.4 |
| Total operating expenses | 72.4 | 52.4 | 67.3 | 55.9 |
| Income from operations | 24.8 | 46.3 | 30.4 | 42.6 |
| Other income and expenses, net | 1.9 | 1.6 | 2.0 | 1.8 |
| Income before income taxes | 26.7 | 47.9 | 32.4 | 44.4 |
| Income taxes | 15.9 | 22.0 | 17.2 | 20.3 |
| Net income | 10.8% | 25.9% | 15.2% | 24.1% |

For the nine months ended September 30, 2007, we reported income from operations of approximately $18.2 million. As of September 30, 2007, we had retained earnings of approximately $43.6 million. Our operating margin decreased to 30.4% of revenues for the nine months ended September 30, 2007 from 42.6% for the same period last year. The main reason for this decrease in our operating margin is that our sales and marketing expenses as a percentage of revenue increased at a higher rate than our revenues primarily due to increases in advertising expenses and increases in salary expenses in the nine months ended September 30, 2007 compared to the same period last year (see Operating Expenses below).

We do not know whether our sales and marketing expenses as a percentage of revenue will continue to increase in future periods. Increased competition in our industry may require us to increase advertising for our brand and for our products. Increases in the average cost of acquiring new subscribers (see Subscriber Acquisition below) may result in an increase of sales and marketing expenses as a percentage of revenue. We may decide to accelerate our subscriber acquisition for various strategic and tactical reasons and, as a result, increase our marketing expenses. We may see a unique opportunity for a brand marketing campaign that will result in an increase of marketing expenses. Further, our strategy to replicate our business model in selected foreign markets (see Growth Strategy below) may result in a significant increase in our sales and marketing expenses and have a material adverse impact on our results of operations. We expect fluctuations of sales and marketing expenses as a percentage of revenue from quarter to quarter. Some of the fluctuations may be significant and have a material impact on our results of operations.

We do not know what our general and administrative expenses as a percentage of revenue will be in future periods. There may be fluctuations that have a material impact on our results of operations. We expect our headcount to continue to increase in the future. The Company s headcount is one of the main drivers of general and administrative expenses. Therefore, we expect our absolute general and administrative expenses to continue to increase. In addition, we expect that we will incur significant expenses in 2007 in order to allow management to report on, and our independent auditors to attest to, our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002. At this time, the total cost is not reliably estimable as it will be dependent on the number of areas requiring improvement and the extent of any required remediation efforts as well as growth of our international operations. We expect our planned expansion into foreign markets to result in a significant additional increase in our general and administrative expenses. Our general and administrative expenses as a percentage of revenue may also fluctuate depending on the number of requests received related to a program under which the Company intends to make cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for shares in Travelzoo Inc. within the required time period.

Table of Contents

***Reach***

The following table sets forth the number of subscribers of each of our e-mail publications in North America, Europe, and Asia Pacific as of September 30, 2007 and 2006 and the total number of page views for the homepages of the Travelzoo Web sites in North America, Europe, and Asia Pacific for the nine months ended September 30, 2007 and 2006. Management considers the page views for the Travelzoo homepages as indicators for the growth of Web site traffic. Management reviews these non-financial metrics for two reasons: First, to monitor the reach of our products. Second, to evaluate whether we are able to convert higher reach into higher revenues.

| | **September 30,** | | |
|---|---|---|---|
| | **2007** | **2006** | **Year-over-Year Growth** |
| Subscribers: | | | |
| North America | | | |
| *Travelzoo Top 20* | 10,498,000 | 9,691,000 | 8% |
| *Newsflash* | 8,376,000 | 7,408,000 | 13% |
| Europe | | | |
| *Travelzoo Top 20* | 1,215,000 | 588,000 | 107% |
| *Newsflash* | 1,114,000 | 504,000 | 121% |
| Asia Pacific | | | |
| *Travelzoo Top 20* | 43,000 | | |
| *Newsflash* | 39,000 | | |

| | **Nine Months Ended September 30,** | | |
|---|---|---|---|
| | **2007** | **2006** | **Year-over-Year Growth*** |
| Page views of homepages of *Travelzoo* Web sites: | | | |
| North America | 26,777,000 | 32,443,000 | -17% |
| Europe | 6,854,000 | 2,545,000 | 169% |
| Asia Pacific | 277,000 | | |

* The comparability of year-over-year changes of page views of the homepages of Travelzoo Web sites may be limited due to the design and navigation of the Web sites. Additionally, we believe that the increased use of security software has adversely

affected the tracking of page views.

In North America, revenues for the nine months ended September 30, 2007 increased by 12% from the same period last year. The total number of subscribers in North America to the Travelzoo Top 20 e-mail newsletter as of September 30, 2007 increased by 8% compared to September 30, 2006 and page views of the homepages of the Travelzoo Web sites in North America for the nine months ended September 30, 2007 decreased by 17% from the same period last year. In North America, revenues increased at a higher rate than the rate of growth in reach.

In Europe, revenues for the nine months ended September 30, 2007 increased by 94% from the same period last year. The total number of subscribers in Europe to the Travelzoo Top 20 e-mail newsletter as of September 30, 2007 increased by 107% compared to September 30, 2006 and page views of the homepages of the Travelzoo Web sites in Europe for the nine months ended September 30, 2007 increased by 169% from the same period last year. In Europe, revenues increased at a lower rate than the rate of growth in reach. Management believes that the lower rate of growth in revenues is due to start up of operations in Germany and France. In Germany and France, we focused on rapidly building a significant subscriber base.

In the Asia Pacific, we did not generate any revenues in the nine months ended September 30, 2007 and 2006. We began operations in Hong Kong in April 2007 and in Japan in August 2007.

***Revenues***

Our total revenues increased to $19.9 million for the three months ended September 30, 2007 from $17.6 million for the three months ended September 30, 2006. This represents an increase of 13%. Our total revenues increased to $59.8 million for the nine months ended September 30, 2007 from $51.9 million for the nine months ended September 30, 2006. This represents an increase of 15%.

**Table of Contents**

28% of our revenue growth in the three months ended September 30, 2007 compared to the three months ended September 30, 2006 came from our operations in Europe. The remaining 72% came from our operations in North America (i.e. Travelzoo Web sites, Travelzoo Top 20 newsletter, Newsflash, SuperSearch, and Travelzoo Network) and is attributed to an increase in our advertising rates for our existing products, an increase in the number of clients, an increase in the volume of advertising sold, and new product offerings. Approximately 27% of our revenue growth in the three month period ended September 30, 2007 compared to the three months ended September 30, 2006 is attributed to an increase in our advertising rates in North America for our existing products. Due to the increase in the reach of our publications, we increased the prices for advertising placements in our publications on average by approximately 6% as of January 1, 2007. Approximately 45% of our revenue growth in the three months ended September 30, 2007 compared to the three months ended September 30, 2006 is attributed to an increase in the number of clients in North America, an increase in the volume of advertising sold to existing clients in North America and from new product offerings in North America.

27% of our revenue growth in the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006 came from our operations in Europe. The remaining 73% came from our operations in North America (i.e. Travelzoo Web sites, Travelzoo Top 20 newsletter, Newsflash, SuperSearch, and Travelzoo Network) and is attributed to an increase in our advertising rates for our existing products, an increase in the number of clients, an increase in the volume of advertising sold, and new product offerings. Approximately 24% of our revenue growth in the nine month period ended September 30, 2007 compared to the nine months ended September 30, 2006 is attributed to an increase in our advertising rates in North America for our existing products. Due to the increase in the reach of our publications, we increased the prices for advertising placements in our publications on average by approximately 6% as of January 1, 2007. Approximately 49% of our revenue growth in the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006 is attributed to an increase in the number of clients in North America, an increase in the volume of advertising sold to existing clients in North America and from new product offerings in North America.

As discussed in Note 8 in the notes to the condensed financial statements, two clients each accounted for 10% or more of our total revenues during the three and nine months ended September 30, 2007 and September 30, 2006. No other clients accounted for 10% or more of our total revenues during the three and nine months ended September 30, 2007 and 2006. The agreements with these clients are in the form of multiple insertion orders from groups of entities under common control. Management expects revenue concentration to remain at the current level in the foreseeable future because there is a high concentration in the online travel agency industry.

Management believes that our ability to increase revenues in the future depends mainly on four factors:

- Our ability to increase our advertising rates;
- Our ability to sell more advertising to existing clients;
- Our ability to increase the number of clients;
- Our ability to develop new revenue streams; and
- Our ability to launch new products.

We believe that we can increase our advertising rates only if the reach of our publications increases. We do not know if we will be able to increase the reach of our publications. We believe that we can sell more advertising only if the market for online advertising continues to grow and if we can maintain or increase our market share. We believe that the market for online advertising continues to grow. We do not know if we will be able to maintain or increase our market share. We historically have increased the number of clients in every year since inception. We do not know if we will be able to increase the number of clients in the future. We do not know if we will have market acceptance of our new products.

Over the last three years we increased advertising rates as of January 1 of each year. We intend to increase advertising rates once a year as of January 1. However, there is no assurance that there will be increases of advertising rates. Depending on the level of competition in the industry and the condition of the online advertising market, we may decide not to increase our advertising rates.

Average annualized revenue per employee decreased to $623,000 for the three months ended September 30, 2007 from $868,000 for the three months ended September 30, 2006.

***Cost of Revenues***

Cost of revenues consists of network expenses, including fees we pay for co-location services, depreciation of network equipment, payments made to affiliate partners of the Travelzoo Network, and salary expenses associated with network operations staff. Our cost of revenues increased to $563,000 for the three months ended September 30, 2007 from $232,000 for the three months ended

September 30, 2006. Our cost of revenues increased to $1.4 million for the nine months ended September 30, 2007 from $782,000 for the nine months ended September 30, 2006. As a percentage of revenue, cost of revenues increased to 3% for the three months ended September 30, 2007 from 1% for the three months ended September 30, 2006. As a percentage of revenue, cost of revenues remained the same, 2%, for the nine months ended September 30, 2007 and 2006. The $331,000 increase in cost of revenues in the three months ended September 30, 2007 compared to the three months ended September 30, 2006 was primarily due to an increase in salary expense associated with our network operations staff and payments made to affiliate partners of the Travelzoo Network. The $578,000 increase in cost of revenues in the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006 was also primarily due to an increase in salary expense associated with our network operations staff and payments made to affiliate partners of the Travelzoo Network.

**Operating Expenses**

*Sales and Marketing*

Sales and marketing expenses consist primarily of advertising and promotional expenses, salary expenses associated with sales and marketing staff, expenses related to our participation in industry conferences, and public relations expenses. Sales and marketing expenses increased to $11.0 million for the three months ended September 30, 2007 from $7.0 million for the three months ended September 30, 2006. Sales and marketing expenses increased to $31.0 million for the nine months ended September 30, 2007 from $22.0 million for the nine months ended September 30, 2006. The goal of our advertising was to acquire new subscribers for our e-mail products, increase the traffic to our Web sites, and to increase brand awareness for Travelzoo. The $4.0 million increase in sales and marketing expenses in the three months ended September 30, 2007 compared to the three months ended September 30, 2006 was primarily due to a $1.5 million increase in advertising to acquire new subscribers for our e-mail products, a $1.0 million increase in salary and employee related expenses due primarily to an increase in the headcount of our sales and marketing staff, and an $834,000 increase in advertising to acquire traffic to our Web site. For the three months ended September 30, 2007 and 2006, advertising expenses account for 69% and 70%, respectively, of sales and marketing expenses. The $9.0 million increase in sales and marketing expenses in the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006 was primarily due to a $2.7 million increase in advertising to acquire traffic to our Web site, a $2.5 million increase in advertising to acquire new subscribers for our e-mail products, and a $2.4 million increase in salary and employee related expenses due primarily to an increase in the headcount of our sales and marketing staff. For the nine months ended September 30, 2007 and 2006, advertising expenses accounted for 68% and 70%, respectively, of sales and marketing expenses.

Our goal is to increase our revenues from advertising sales. One important factor that drives our revenues is our advertising rates. We believe that we can increase our advertising rates only if the reach of our publications increases. In order to increase the reach of our publications, we have to acquire a significant number of new subscribers in every quarter and continue to promote our brand. One significant factor that impacts our advertising expenses is the average cost per acquisition of a new subscriber. We believe that the average cost per acquisition depends mainly on the advertising rates which we pay for media buys, our ability to manage our subscriber acquisition efforts successfully, and the degree of competition in our industry.

In May 2005, we began operations in the U.K. In 2006, we began operations in Germany, Canada, and Spain. In the second quarter of 2007, we began operations in France and Hong Kong. In the third quarter of 2007, we began operations in Japan. In the fourth quarter of 2007, we expect to begin operations in Taiwan, China, and Australia. The start-up of our business in Europe, Canada, and Asia Pacific is expected to result in a significant increase in our sales and marketing expenses in the foreseeable future.

*General and Administrative*

General and administrative expenses consist primarily of compensation for administrative and executive staff, fees for professional services, rent, bad debt expense, amortization of intangible assets and general office expense. General and administrative expenses increased to $3.5 million in the three months ended September 30, 2007 from $2.2 million in the three months ended September 30, 2006. General and administrative expenses increased to $9.3 million in the nine months ended September 30, 2007 from $7.0 million for the nine months ended September 30, 2006. The $1.2 million increase in general and administrative expenses in the three months ended September 30, 2007 compared to the three months ended September 30, 2006 was primarily due to a $507,000 increase in salary and employee related expenses due primarily to an increase in headcount, a $308,000 increase in rent and office expenses, and a $171,000 increase in professional services expenses. The $2.3 million increase in general and administrative expenses in the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006 was primarily due to a $970,000 increase in salary and employee related expenses due primarily to an increase in headcount, a $652,000 increase in rent and office expenses and a $462,000 increase in professional services expense.

**Table of Contents**

In the nine months ended September 30, 2007 and 2006, the Company recorded expenses of $94,000 and $124,000, respectively, related to a program under which the Company makes cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for shares in Travelzoo Inc. within the required time period. The expenses are based on the number of actual valid claims received and the Company s stock price. The Company cannot reliably estimate future expenses incurred under this program because it is based on the number of valid requests received and future levels of the Company s common stock price.

We expect our headcount to increase in the future. The Company s headcount is one of the main drivers of general and administrative expenses. Therefore, we expect our general and administrative expenses to continue to increase.

Our strategy to replicate our business model in foreign markets is expected to result in a significant additional increase in our general and administrative expenses in the foreseeable future.

***Subscriber Acquisition***

The table set forth below provides for each quarter in 2004, 2005, 2006, and the first nine months of 2007, an analysis of our average cost for acquisition of new subscribers for our Travelzoo Top 20 newsletter and our Newsflash e-mail alert service for our North America, Europe, and Asia Pacific operating segments.

The table includes the following data:

Average Cost per Acquisition of a New Subscriber: This is the quarterly cost of consumer marketing programs whose purpose was primarily to acquire new subscribers, divided by total new subscribers added during the quarter.

New Subscribers: Total new subscribers who signed up for at least one of our e-mail publications throughout the quarter. This is an unduplicated subscriber number, meaning a subscriber who signed up for two or more of our publications is only counted once.

Subscribers Removed From List: Subscribers who were removed from our lists throughout the quarter either as a result of their requesting removal, or based on periodic list maintenance after we determined that the e-mail address was likely no longer valid.

Balance: This is the number of subscribers at the end of the quarter, computed by taking the previous quarter s subscriber balance, adding new subscribers during the current quarter, and subtracting unsubscribes during the current quarter.

Table of Contents

North America:

| Period | Average Cost per Acquisition of a New Subscriber | New Subscribers | Subscribers Removed From List | Balance |
|---|---|---|---|---|
| Q1 2004 | $ 2.23 | 920,063 | (185,151) | 6,937,496 |
| Q2 2004 | $ 2.58 | 858,899 | (634,702) | 7,161,693 |
| Q3 2004 | $ 1.26 | 1,298,962 | (602,628) | 7,858,027 |
| Q4 2004 | $ 1.70 | 694,026 | (406,316) | 8,145,737 |
| Q1 2005 | $ 2.59 | 659,459 | (475,938) | 8,329,258 |
| Q2 2005 | $ 2.62 | 806,734 | (533,109) | 8,602,883 |
| Q3 2005 | $ 3.19 | 740,768 | (422,868) | 8,920,783 |
| Q4 2005 | $ 2.41 | 729,460 | (273,389) | 9,376,854 |
| Q1 2006 | $ 2.54 | 714,643 | (317,947) | 9,773,550 |
| Q2 2006 | $ 2.11 | 737,735 | (532,676) | 9,978,609 |
| Q3 2006 | $ 1.86 | 491,524 | (327,471) | 10,142,662 |
| Q4 2006 | $ 1.56 | 373,559 | (288,883) | 10,227,338 |
| Q1 2007 | $ 2.61 | 730,063 | (345,896) | 10,611,505 |
| Q2 2007 | $ 3.03 | 552,488 | (335,304) | 10,828,689 |
| Q3 2007 | $ 3.92 | 385,408 | (255,008) | 10,959,089 |

Europe:

| Period | Average Cost per Acquisition of a New Subscriber | New Subscribers | Subscribers Removed From List | Balance |
|---|---|---|---|---|
| Q3 2005 | $ 1.65 | 127,857 | (5,577) | 140,153 |
| Q4 2005 | $ 2.02 | 174,514 | (16,898) | 297,769 |
| Q1 2006 | $ 2.15 | 143,666 | (16,831) | 424,604 |
| Q2 2006 | $ 2.69 | 129,438 | (34,070) | 519,972 |
| Q3 2006 | $ 1.23 | 126,566 | (29,794) | 616,744 |
| Q4 2006 | $ 2.94 | 69,489 | (30,943) | 655,290 |
| Q1 2007 | $ 3.89 | 159,439 | (31,350) | 783,379 |
| Q2 2007 | $ 4.43 | 206,003 | (39,690) | 949,692 |
| Q3 2007 | $ 2.96 | 331,903 | (32,689) | 1,248,906 |

Asia Pacific:

| Period | Average Cost per Acquisition of a New Subscriber | Subscribers Removed From List | Balance |
|---|---|---|---|

| | | New Subscribers | | |
|---|---|---|---|---|
| Q2 2007 | $ 2.46 | 1,068 | (4) | 1,064 |
| Q3 2007 | $ 2.23 | 42,106 | (138) | 43,032 |

In North America, we have noted a trend of increasing average cost per new subscriber over the last few years, driven by a gradual increase in online advertising rates by our media suppliers as well as increased activity from competitors using similar forms of online advertising for their own marketing efforts. The decline in new subscriber acquisition costs in North America in Q3 2004 reflects the effect of new advertising campaigns which were tested at that time. The decline in new subscriber acquisition costs in North America in Q3 2006 was impacted by a credit received from a vendor in the amount of $170,000. The increase in new subscriber acquisition costs in North America in Q3 2007 reflects the effect of a new method of signing up subscribers which was tested at that time. We do not consider the decline in new subscriber costs in certain prior periods to be indicative of a longer-term trend, or to indicate that our subscriber costs are likely to stay at this level or are likely to decline further.

In Europe, we see a large fluctuation in the average cost per new subscriber. The average cost fluctuates from quarter to quarter and from country to country.

Table of Contents

We began operations in Asia Pacific in April 2007.

Increasing average cost per subscriber is likely to result in higher absolute marketing expenses and potentially higher relative marketing expenses as a percentage of revenue. Going forward we expect continued upward pressure on online advertising rates and continued activity from competitors, which will likely increase our cost per new subscriber over the long term. The effect on operations may be that greater absolute and relative marketing expenditure is necessary to continue to grow the reach of our publications. However, it is possible that the factors driving subscriber acquisition cost increases can be partially or completely offset by new or improved methods of subscriber acquisition using techniques which are under evaluation.

**Segment Information**

We have presented the business segments in this Form 10-Q based on our organizational structure as of September 30, 2007.

***North America***

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | **2007** | **2006** | **2007** | **2006** |
| | (In thousands) | | (In thousands) | |
| Net revenues | $18,365 | $16,664 | $55,558 | $49,757 |
| Income from operations | 7,066 | 8,407 | 22,540 | 23,311 |
| Income from operations as a % of revenues | 38.5% | 50.5% | 40.6% | 46.8% |

In North America, revenues increased 10% in the three months ended September 30, 2007 compared to the same period in 2006. Revenues increased 12% in the nine months ended September 30, 2007 compared to the same period last year. The North America revenue growth was driven by the increase of advertising rates, addition of new clients, increased spending from existing clients and new product offerings and revenue streams.

Income from operations for North America as a percentage of revenue in the three months ended September 30, 2007 compared to the three months ended September 30, 2006 decreased to 39% from 51%. Sales and marketing expenses as a percentage of revenue increased to 47% or $8.7 million for the three months ended September 30, 2007 from 37% or $6.2 million for the three months ended September 30, 2006. This $2.5 million increase was primarily due to a $699,000 increase in salary and employee related expenses, a $616,000 increase in advertising to acquire traffic to our Web site, and a $594,000 increase in advertising to acquire new subscribers for our e-mail products. General and administrative expenses as a percentage of revenue increased to 12% or $2.1 million for the three months ended September 30, 2007 from 11% or $1.8 million for the three months ended September 30, 2006. The $327,000 increase was primarily due to a $105,000 increase in rent and office expenses.

Income from operations for North America as a percentage of revenue in the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006 decreased to 41% from 47%. Sales and marketing expenses as a percentage of sales increased to 45% or $25.3 million for the nine months ended September 30, 2007 from 40% or $19.9 million for the nine months ended September 30, 2006. This $5.4 million increase was primarily due to a $2.6 million increase in advertising to acquire traffic to our Web site, brand awareness campaigns, and trade marketing expenses. There was also a $1.6 million increase in salary and employee related expenses and a $672,000 increase in advertising to acquire new subscribers for our e-mail products. General and administrative expenses as a percentage of revenue was 12% for the nine months ended September 30, 2007 and 2006. General and administrative expenses for North America increased to $6.5 million for the nine months ended September 30, 2007 compared to $5.8 million for the nine months ended September 30, 2006. This $699,000 increase was primarily due to a $365,000 increase in professional services expenses and a $262,000 increase in rent and office expenses.

Table of Contents

*Europe*

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2007 | 2006 | 2007 | 2006 |
| | (In Thousands) | | (In Thousands) | |
| Net Revenues | $ 1,611 | $ 963 | $ 4,397 | $ 2,272 |
| Loss from operations | (1,423) | (277) | (3,266) | (1,231) |
| Loss from operations as a % of revenues | 88.3% | 28.8% | 74.3% | 54.2% |

In Europe, revenues increased 67% in the three months ended September 30, 2007 compared to the three months ended September 30, 2006 and increased 94% in the first nine months of 2007 compared to the same period in 2006.

Our loss from operations in Europe was $1.4 million in the three months ended September 30, 2007 compared to a loss of $277,000 for the three months ended September 30, 2006. Sales and marketing expenses increased to $2.1 million for the three months ended September 30, 2007 from $739,000 for the three months ended September 30, 2006. This $1.4 million increase was due primarily to a $826,000 increase in advertising to acquire new subscribers for our e-mail products, a $246,000 increase in salary and employee related expenses, and a $219,000 increase in advertising to acquire traffic to our Web site. General and administrative expenses increased by $412,000 to $893,000 in the three months ended September 30, 2007 compared to the prior year period due primarily to a $222,000 increase in salaries and employee related expenses and a $105,000 increase in rent and office expenses.

Our loss from operations in Europe was $3.3 million in the nine months ended September 30, 2007 compared to a loss of $1.2 million in the nine months ended September 30, 2006. Sales and marketing expenses increased to $5.5 million for the nine months ended September 30, 2007 from $2.2 million for the nine months ended September 30, 2006. This $3.3 million increase was due primarily to a $1.7 million increase in advertising to acquire new subscribers for our e-mail products, an $817,000 increase in advertising to acquire traffic to our Web site, and a $643,000 increase in salary and employee related expenses. General and administrative expenses increased by $749,000 to $2.0 million for the nine months ended September 30, 2007 due primarily to a $476,000 increase in salary and employee related expenses and a $253,000 increase in rent and office expenses.

*Asia Pacific*

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2007 | 2006 | 2007 | 2006 |
| | (In Thousands) | | (In Thousands) | |
| Net Revenues | $ | $ | $ | $ |
| Loss from operations | (706) | | (1,107) | |
| Loss from operations as a % of revenues | | | | |

Our operating expenses and loss from operations in the Asia Pacific was $706,000 and $1.1 million, respectively, in the three and nine months ended September 30, 2007. The loss from operations in the three and nine months ended September 30, 2007 was primarily due to general and administrative expenses related to salary and employee related expenses and office expenses. We began operations in Hong Kong in April 2007 and in Japan in August 2007.

**Income Taxes**

We recorded income tax provisions of $3.2 million and $3.9 million for the three months ended September 30, 2007 and September 30, 2006, respectively. We recorded income tax provisions of $10.3 million and $10.5 million for the nine months ended September 30, 2007 and September 30, 2006, respectively. Our income is generally taxed in the U.S. and our income tax provisions reflect federal and state statutory rates applicable to our levels of income and expenses, adjusted to take into account expenses that are treated as having no recognizable tax benefit. For the nine months ended September 30, 2007, our effective tax rate was 53.2%. Expenses of $94,000 related to a program under which the Company makes cash payments to people who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for shares in Travelzoo Inc. within the required time period, were treated as having no recognizable tax benefit. Further, losses of approximately $4.9 million from our Europe and Asia Pacific business segments and our operations in Canada were treated as having no recognizable tax benefit.

We expect that our effective tax rate in future periods may fluctuate depending on the total amount of expenses related to payments to former stockholders and from losses or gains incurred by our operations in Canada, Europe, and Asia Pacific, and corresponding U.S. tax credits, if any.

**Liquidity and Capital Resources**

As of September 30, 2007, we had $23.3 million in cash and cash equivalents. Cash and cash equivalents decreased from $33.4 million on December 31, 2006 primarily as a result of cash used in financing activities offset by cash provided by operating activities as explained below. We expect that cash on hand and cash flows generated from operations will be sufficient to provide for working capital needs for at least the next 12 months.

Net cash provided by operating activities in the nine months ended September 30, 2007 was $10.0 million. Net cash provided by operating activities in the nine months ended September 30, 2006 was $11.8 million. In the nine months ended September 30, 2007, net cash provided by operating activities resulted primarily from net income and an increase in accounts payable and accrued expenses offset by an increase in accounts receivable.

Net cash used by investing activities was $340,000 in the nine months ended September 30, 2007. Net cash provided by investing activities was $20.2 million during the nine months ended September 30, 2006. In the nine months ended September 30, 2007, net cash used in investing activities resulted from purchases of property and equipment. In the nine months ended September 30, 2006, net cash provided by investing activities resulted primarily from the sale of short-term investments offset by the purchase of short-term investments.

Net cash used in financing activities was $19.8 million during the nine months ended September 30, 2007. Net cash used in financing activities was $28.6 million during the nine months ended September 30, 2006. In both the nine months ended September 30, 2007 and 2006, net cash used in financing activities resulted from the repurchase of common stock by the Company.

Our capital requirements depend on a number of factors, including market acceptance of our products and services, the amount of our resources we devote to development and launch of new products, cash payments to former stockholders of Travelzoo.com Corporation, expansion of our operations, and the amount of our resources we devote to promoting awareness of the *Travelzoo* brand. Since the inception of the program under which we would make cash payments to persons who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for our shares within the required time period, we have incurred expenses of $2.7 million. The total cost of this program is still undeterminable because it is dependent on our stock price and on the number of claims ultimately received. Consistent with our growth, we have experienced substantial increases in our sales and marketing expenses and our general and administrative expenses since inception, and we anticipate that these increases will continue for the foreseeable future, in particular in connection with our strategy to replicate our business model in selected foreign markets. We believe cash on hand and generated during those periods will be sufficient to pay such costs. In addition, we will continue to evaluate possible investments in businesses, products and technologies, the consummation of any of which would increase our capital requirements.

Although we currently believe that we have sufficient capital resources to meet our anticipated working capital and capital expenditure requirements for at least the next 12 months, unanticipated events and opportunities may require us to sell additional equity or debt securities or establish new credit facilities to raise capital in order to meet our capital requirements. If we sell additional equity or convertible debt securities, the sale could dilute the ownership of our existing stockholders. If we issue debt securities or establish a new credit facility, our fixed obligations could increase, and we may be required to agree to operating covenants that would restrict our operations. We cannot be sure that any such financing will be available in amounts or on terms acceptable to us.

We expect that cash on hand will be sufficient to finance the growth of our European and Asia Pacific operations.

The following summarizes our principal contractual commitments as of September 30, 2007 (in thousands):

| | 2007 | 2008 | 2009 | 2010 | Thereafter | Total |
|---|---|---|---|---|---|---|
| Operating leases | $ 735 | $ 1,854 | $ 931 | $ | $ | $ 3,520 |
| Purchase obligations | 43 | 11 | | | | 54 |
| Total commitments | $ 778 | $ 1,865 | $ 931 | $ | $ | $ 3,574 |

24

Table of Contents

**Growth Strategy**

Our growth strategy has two main elements:

- Replicate our business model in selected foreign markets in Europe and in the Asia Pacific region; and
- Expand the scope of our business model.

During the second quarter of 2007, we started operations in France and Hong Kong. During the third quarter of 2007, we started operations in Japan. For 2007 and 2008, we plan to start up operations in Australia, Greater China (China and Taiwan), India, and South Korea.

In the first nine months of 2007, we began to allocate significant resources to the development of the *Travelzoo Network*, an affiliate network of Web sites that list travel deals published by Travelzoo.

We expect our launch in the Asia Pacific region, our continued expansion in Europe, and the development of the *Travelzoo Network* to have a material negative impact on our operating margins in the near term.

**Recent Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements ( SFAS 157 ). SFAS 157 establishes a framework for measuring the fair value of assets and liabilities. This framework is intended to provide increased consistency in how fair value determinations are made under various existing accounting standards which permit, or in some cases require, estimates of fair market value. This statement is effective for us beginning January 1, 2008. We are currently evaluating the impact of adopting SFAS 157 on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ( SFAS 159 ). SFAS 159 provides the option to report certain financial assets and liabilities at fair value, with the intent to mitigate volatility in financial reporting that can occur when related assets and liabilities are recorded on different bases. This statement is effective for us beginning January 1, 2008. We are currently evaluating the impact of adopting SFAS 159 on our consolidated financial statements.

**RISK FACTORS**

*Investing in our common stock involves a high degree of risk. Any or all of the risks listed below as well as other variables affecting our operating results could have a material adverse effect on our business, our quarterly and annual operating results or financial condition, which could cause the market price of our stock to decline or cause substantial volatility in our stock price, in which event the value of your common stock could decline. You should also keep these risk factors in mind when you read forward-looking statements.*

**Risks Related to Our Financial Condition and Business Model**

***We cannot assure you that we will sustain profitability.***

Although we have been profitable in the past, there is no assurance that we will continue to be profitable. We forecast our future expense levels based on our operating plans and our estimates of future revenues. We may find it necessary to significantly accelerate expenditures relating to our sales and marketing efforts or otherwise increase our financial commitment to creating and maintaining brand awareness among Internet users and travel companies. If our revenues grow at a slower rate than we anticipate, or if our spending levels exceed our expectations or cannot be adjusted to reflect slower revenue growth, we may not generate sufficient revenues to sustain profitability. We expect our operations in Europe and Asia Pacific and our expected expansion into other regions in the future will incur significant losses. We expect that this will have a material negative impact on our operating margins. It is possible that Travelzoo will not sustain profitability in 2008. Any of these developments could result in a significant decrease in the trading price of our common stock.

***Fluctuations in our operating results may negatively impact our stock price.***

Our quarterly operating results may fluctuate significantly in the future due to a variety of factors that could affect our revenues or our expenses in any particular quarter. You should not rely on quarter-to-quarter comparisons of our results of operations as an indication of future performance. Factors that may affect our quarterly results include:

- mismatches between resource allocation and client demand due to difficulties in predicting client demand in a new market;

Table of Contents

- changes in general economic conditions that could affect marketing efforts generally and online marketing efforts in particular;
- the magnitude and timing of marketing initiatives, including our acquisition of new subscribers and our expansion efforts in other regions;
- the introduction, development, timing, competitive pricing and market acceptance of our products and services and those of our competitors;
- our ability to attract and retain key personnel;
- our ability to manage our anticipated growth and expansion;
- our ability to attract traffic to our Web sites;
- technical difficulties or system downtime affecting the Internet generally or the operation of our products and services specifically; and
- payments which we may make to previous stockholders of Travelzoo.com Corporation who failed to submit requests for shares in Travelzoo Inc. within the required time period.

We may significantly increase our operating expenses related to advertising campaigns for *Travelzoo* for a certain period if we see a unique opportunity for a brand marketing campaign, if we find it necessary to respond to increased brand marketing by a competitor, or if we decide to accelerate our acquisition of new subscribers.

If revenues fall below our expectations in any quarter and we are unable to quickly reduce our operating expenses in response, our operating results would be lower than expected and our stock price may fall.

***We depend on two clients for a substantial part of our revenues.***

In the nine months ended September 30, 2007, two clients accounted for 15% and 11% of our revenues. The agreements with these clients are in the form of multiple insertion orders from groups of entities under common control, in either the Company s standard form or in the client s form. The loss of either client may result in a significant decrease in our revenues, which could have a material adverse effect on our business.

***Our business model may not be adaptable to a changing market.***

Our current revenue model depends on advertising fees paid by travel companies. If current clients decide not to continue advertising their offers with us and we are unable to replace them with new clients, our business may be adversely affected. To be successful, we must provide online marketing solutions that achieve broad market acceptance by travel companies. In addition, we must attract sufficient Internet users with attractive demographic characteristics to our products. It is possible that we will be required to further adapt our business model in response to changes in the online advertising market or if our current business model is not successful. If we are not able to anticipate changes in the online advertising market or if our business model is not successful, our business could be materially adversely affected.

***We may not be able to obtain sufficient funds to grow our business and any additional financing may be on terms adverse to your interests.***

We intend to continue to grow our business, and intend to fund our current operations and anticipated growth from the cash flow generated from our operations and our retained earnings. However, these sources may not be sufficient to meet our needs. We may not be able to obtain financing on commercially reasonable terms, or at all.

If additional financing is not available when required or is not available on acceptable terms, we may be unable to fund our expansion, successfully promote our brand name, develop or enhance our products and services, take advantage of business opportunities, or respond to competitive pressures, any of which could have a material adverse effect on our business.

If we choose to raise additional funds through the issuance of equity securities, you may experience significant dilution of your ownership interest, and holders of the additional equity securities may have rights senior to those of the holders of our common stock. If we obtain additional financing by issuing debt securities, the terms of these securities could restrict or prevent us from paying dividends and could limit our flexibility in making business decisions.

Table of Contents

***Our business may be sensitive to recessions.***

The demand for online advertising may be linked to the level of economic activity and employment in the U.S. and abroad. Specifically, our business is dependent on the demand for online advertising from travel companies. The last recession decreased consumer travel and caused travel companies to reduce or postpone their marketing spending generally, and their online marketing spending in particular. In case of another recession, our business and financial condition could be materially adversely affected.

***Our operations could be significantly hindered by the occurrence of a natural disaster or other catastrophic event.***

Our operations are susceptible to outages due to fire, floods, power loss, telecommunications failures, break-ins and similar events. In addition, a significant portion of our network infrastructure is located in Northern California, an area susceptible to earthquakes. We do not have multiple site capacity in the event of any such occurrence. Outages could cause significant interruptions of our service. In addition, despite our implementation of network security measures, our servers are vulnerable to computer viruses, physical and electronic break-ins, and similar disruptions from unauthorized tampering with our computer systems. We do not carry business interruption insurance to compensate us for losses that may occur as a result of any of these events.

***Technological or other assaults on our service could harm our business.***

We are vulnerable to coordinated attempts to overload our systems with data, which could result in denial or reduction of service to some or all of our users for a period of time. We have experienced denial of service attacks in the past, and may experience such attempts in the future. Any such event could reduce our revenue and harm our operating results and financial condition. We do not carry business interruption insurance to compensate us for losses that may occur as a result of any of these events.

**Risks Related to Our Markets and Strategy**

***Our international expansion is expected to result in substantial operating losses, and is subject to other material risks.***

In May 2005, we began operations in the U.K. In 2006, we began operations in Canada, Germany, and Spain. In 2007, we began operations in France, Hong Kong and Japan. Our plan is to expand into additional markets in the Asia Pacific region in the future. We expect our operations in Europe and Asia Pacific and our expected expansion into other regions in the future will incur significant losses. We expect our operations in Europe and Asia Pacific for an initial period of two to three years to incur losses, primarily as a result of significant expenses related to subscriber acquisition and other marketing activities. We expect that this will have a material negative impact on our operating margins. It is possible that Travelzoo will not sustain profitability in 2008. Any of these developments could result in a significant decrease in the trading price of our common stock. In addition to uncertainty about our ability to generate net income from our foreign operations and expand our international market position, there are certain risks inherent in doing business internationally, including:

- trade barriers and changes in trade regulations;
- difficulties in developing, staffing and simultaneously managing foreign operations as a result of distance, language and cultural differences;
- stringent local labor laws and regulations;
- currency exchange rate fluctuations;
- risks related to government regulation; and
- potentially adverse tax consequences.

Table of Contents

***We may not be able to develop awareness of our brand name.***

We believe that continuing to build awareness of the *Travelzoo* brand name is critical to achieving widespread acceptance of our business. Brand recognition is a key differentiating factor among providers of online advertising opportunities, and we believe it could become more important as competition in our industry increases. In order to maintain and build brand awareness, we must succeed in our marketing efforts. If we fail to successfully promote and maintain our brand, incur significant expenses in promoting our brand and fail to generate a corresponding increase in revenue as a result of our branding efforts, or encounter legal obstacles which prevent our continued use of our brand name, our business could be materially adversely affected.

***Our business may be sensitive to events affecting the travel industry in general.***

Events like the war with Iraq or the terrorist attacks on the U.S. in 2001 have a negative impact on the travel industry. We are not in a position to evaluate the net effect of these circumstances on our business. In the longer term, our business might be negatively affected by financial pressures on the travel industry. However, our business may also benefit if travel companies increase their efforts to promote special offers or other marketing programs. If such events result in a long-term negative impact on the travel industry, such impact could have a material adverse effect on our business.

***We will not be able to attract travel companies or Internet users if we do not continually enhance and develop the content and features of our products and services.***

To remain competitive, we must continually improve the responsiveness, functionality and features of our products and services. We may not succeed in developing features, functions, products or services that travel companies and Internet users find attractive. This could reduce the number of travel companies and Internet users using our products and materially adversely affect our business.

***We may lose business if we fail to keep pace with rapidly changing technologies and clients needs.***

Our success is dependent on our ability to develop new and enhanced software, services and related products to meet rapidly evolving technological requirements for online advertising. Our current technology may not meet the future technical requirements of travel companies. Trends that could have a critical impact on our success include:

- rapidly changing technology in online advertising;
- evolving industry standards, including both formal and *de facto* standards relating to online advertising;
- developments and changes relating to the Internet;
- competing products and services that offer increased functionality; and
- changes in travel company and Internet user requirements.

If we are unable to timely and successfully develop and introduce new products and enhancements to existing products in response to our industry s changing technological requirements, our business could be materially adversely affected.

***Our business and growth will suffer if we are unable to hire and retain highly skilled personnel.***

Our future success depends on our ability to attract, train, motivate and retain highly skilled employees. We may be unable to retain our skilled employees, or attract, assimilate and retain other highly skilled employees in the future. We have from time to time in the past experienced, and we expect to continue to experience in the future, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. If we are unable to hire and retain skilled personnel, our growth may be restricted, which could adversely affect our future success.

***We may not be able to effectively manage our expanding operations.***

Since the commencement of our operations, we have experienced a period of rapid growth. In order to execute our business plan, we must continue to grow significantly. As of September 30, 2007, we had 128 employees. We expect that the number of our employees will continue to increase for the foreseeable future. This growth has placed, and our anticipated future growth will continue to place, a significant strain on our management, systems and resources. We expect that we will need to continue to improve our financial and managerial controls and reporting systems and procedures. We will also need to continue to expand and maintain close coordination among our sales, production, marketing, IT, and finance departments. We may not succeed in these efforts. Our inability to expand our operations in an efficient manner could cause our expenses to grow disproportionately to revenues, our revenues to decline or grow more slowly than expected and could otherwise have a material adverse effect on our business.

***Intense competition may adversely affect our ability to achieve or maintain market share and operate profitably.***

We compete with search engines like Google and Yahoo! Search that offer pay-per-click listings. We also compete for advertising dollars with large Internet portal sites, such as America Online, MSN and Yahoo!, that offer listings or other advertising opportunities for travel companies. These companies have significantly greater financial, technical marketing and other resources and larger client bases. In addition, we compete with newspapers, magazines and other traditional media companies that provide online advertising opportunities. We expect to face additional competition as other established and emerging companies, including print media companies, enter the online advertising market. Competition could result in reduced margins on our services, loss of market share or less use of *Travelzoo* by travel companies and consumers. If we are not able to compete effectively with current or future competitors as a result of these and other factors, our business could be materially adversely affected.

***Loss of any of our key management personnel could negatively impact our business.***

Our future success depends to a significant extent on the continued service and coordination of our management team, particularly Ralph Bartel, our Chairman, President, and Chief Executive Officer. The loss or departure of any of our officers or key employees could materially adversely affect our ability to implement our business plan. We do not maintain key person life insurance for any member of our management team. In addition, we expect new members to join our management team in the future. These individuals will not previously have worked together and will be required to become integrated into our management team. If our key management personnel are not able to work together effectively or successfully, our business could be materially adversely affected.

***We may not be able to access third party technology upon which we depend.***

We use technology and software products from third parties including Microsoft. Technology from our current or other vendors may not continue to be available to us on commercially reasonable terms, or at all. Our business will suffer if we are unable to access this technology, to gain access to additional products or to integrate new technology with our existing systems. This could cause delays in our development and introduction of new services and related products or enhancements of existing products until equivalent or replacement technology can be accessed, if available, or developed internally, if feasible. If we experience these delays, our business could be materially adversely affected.

**Risks Related to the Market for our Shares**

***Our stock price has been volatile historically and may continue to be volatile.***

The trading price of our common stock has been and may continue to be subject to wide fluctuations. During the nine month period ended September 30, 2007, the sales price of our common stock on the NASDAQ Stock Market ranged from $16.60 to $40.68. Our stock price may fluctuate in response to a number of events and factors, such as quarterly variations in operating results; announcements of technological innovations or new products by us or our competitors; changes in financial estimates and recommendations by securities analysts; the operating and stock price performance of other companies that investors may deem comparable to us; and news reports relating to trends in our markets or general economic conditions.

In addition, the stock market in general, and the market prices for Internet-related companies in particular, have experienced volatility that often has been unrelated to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the price of our stock, regardless of our operating performance.

Table of Contents

***We are controlled by a principal stockholder.***

Ralph Bartel, who founded Travelzoo and who is our Chairman of the Board, President, and Chief Executive Officer, is our largest stockholder, holding beneficially, as of November 1, 2007, approximately 53.7% of our outstanding shares with options to increase his percentage ownership to 59.8% on a fully-diluted basis. Through his share ownership, he is in a position to control Travelzoo and to elect our entire board of directors.

**Risks Related to Legal Uncertainty**

***We may become subject to burdensome government regulations and legal uncertainties affecting the Internet which could adversely affect our business.***

To date, governmental regulations have not materially restricted use of the Internet in our markets. However, the legal and regulatory environment that pertains to the Internet is uncertain and may change. Uncertainty and new regulations could increase our costs of doing business, prevent us from delivering our products and services over the Internet or slow the growth of the Internet. In addition to new laws and regulations being adopted, existing laws may be applied to the Internet. New and existing laws may cover issues which include:

- user privacy;
- anti-spam legislation;
- consumer protection;
- copyright, trademark and patent infringement;
- pricing controls;
- characteristics and quality of products and services;
- sales and other taxes; and
- other claims based on the nature and content of Internet materials.

***We may be liable as a result of information retrieved from or transmitted over the Internet.***

We may be sued for defamation, negligence, copyright or trademark infringement or other legal claims relating to information that is published or made available in our products. These types of claims have been brought, sometimes successfully, against online services in the past. The fact that we distribute information via e-mail may subject us to potential risks, such as liabilities or claims resulting from unsolicited e-mail or spamming, lost or misdirected messages, security breaches, illegal or fraudulent use of e-mail or interruptions or delays in e-mail service. In addition, we could incur significant costs in investigating and defending such claims, even if we ultimately are not liable. If any of these events occur, our business could be materially adversely affected. We do not carry general liability insurance.

***Claims may be asserted against us relating to shares not issued in our 2002 merger.***

The merger of Travelzoo.com Corporation into the Company became effective on April 25, 2002. Stockholders of Travelzoo.com Corporation were allowed a period of two years following the effective date to receive shares in the Company. After April 25, 2004, two years following the effective date, we ceased issuing shares to the former stockholders of Travelzoo.com Corporation. Many of the Netsurfer stockholders, who had applied to receive shares of Travelzoo.com Corporation in 1998 for no cash consideration, did not elect to receive their shares which were issuable in the merger prior to the end of the two-year period. A total of 4,115,532 of our shares which had been reserved for issuance in the merger were not claimed.

It is possible that claims may be asserted against us in the future by former stockholders of Travelzoo.com Corporation seeking to receive our shares, whether based on a claim that the two-year deadline for exchanging their shares was unenforceable or otherwise. In addition, one or more jurisdictions, including the Bahamas or the State of Delaware, may assert rights to unclaimed shares under escheat statutes. If such escheat claims are asserted, we intend to challenge the applicability of escheat rights in that, among other reasons, the identity, residency and eligibility of the holders in question cannot be determined. There were certain conditions applicable to the issuance of shares to the Netsurfer stockholders, including requirements that (i) they be at least 18 years of age, (ii) they be residents of the U.S. or Canada and (iii) they not apply for shares more than once. The Netsurfer stockholders were required to confirm their compliance with these conditions, and were advised that failure to comply could result in cancellation of their shares in Travelzoo.com Corporation. Travelzoo.com Corporation was not able to verify that the applicants met the requirements referred to above at the time of their applications for issuance of shares. If claims are asserted by persons claiming to be former stockholders of Travelzoo.com Corporation, we intend to assert that their rights to receive their shares expired two years following the effective date of the merger, as provided in the merger agreement. We also expect to take the position, if escheat or similar claims are asserted in respect of the unissued shares in the future, that we are not required to issue such shares. Further, even if it were established that unissued shares were subject to escheat claims, we would assert that the claimant must establish that the original Netsurfer stockholders complied with the conditions to issuance of their shares. We are not able to predict the outcome of any future claims which might be asserted relating to the unissued shares. If such claims were asserted, and were fully successful, that could result in us being required to issue up to an additional 4,070,000 shares of common stock for no additional payment, which would result in substantial dilution of the ownership interests of the other stockholders, and in our earnings per share, which could adversely affect the market price of our common stock.

On October 15, 2004, we announced a program under which we would make cash payments to persons who establish that they were former stockholders of Travelzoo.com Corporation, and who failed to submit requests for our shares within the required time period. The accompanying consolidated financial statements include a charge in general and administrative expenses of $94,000 for these cash payments for the nine months ended September 30, 2007, of which $11,000 remains as a liability as of September 30, 2007. The liability is based on the number of actual requests received from former stockholders through September 30, 2007 that remain unpaid. The total cost of this program is not reliably estimable because it is based on the ultimate number of valid requests received and future levels of our common stock price. Our common stock price affects the liability because the amount of cash payments under the program is based in part on the recent level of the stock price at the date valid requests are received. We do not know how many of the requests for shares originally received by Travelzoo.com Corporation in 1998 were valid, but we believe that only a portion of such requests were valid. As noted above, in order to receive payment under the program, a person is required to establish that such person validly held shares in Travelzoo.com Corporation. Assuming 100% of the requests from 1998 were valid, former stockholders of Travelzoo.com Corporation holding approximately 4,070,000 shares had not submitted claims under the program as of September 30, 2007.

***Our internal controls over financial reporting may not be effective, and our independent auditors may not be able to certify as to their effectiveness, which could have a significant and adverse effect on our business.***

We are obligated to evaluate our internal controls over financial reporting in order to allow management to report on, and our independent auditors to attest to, our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC. In our Section 404 evaluation, we have identified areas of internal controls that may need improvement and have instituted remediation efforts where necessary. Currently, none of our identified areas that need improvement have been categorized as material weaknesses. We may identify conditions that may result in significant deficiencies or material weaknesses in the future.

***We may be unable to protect our registered trademark or other proprietary intellectual property rights.***

Our success depends to a significant degree upon the protection of the *Travelzoo* brand name. We rely upon a combination of copyright, trade secret and trademark laws and non-disclosure and other contractual arrangements to protect our intellectual property rights. The steps we have taken to protect our proprietary rights, however, may not be adequate to deter misappropriation of proprietary information.

Table of Contents

The U.S. Patent and Trademark Office registered the trademark for Travelzoo on January 23, 2001. The Office for Harmonization in the Internal Market of the European Community registered the trademark for Travelzoo on May 11, 2004. If we are unable to protect our rights in the mark, a key element of our strategy of promoting *Travelzoo* as a brand could be disrupted and our business could be adversely affected. We may not be able to detect unauthorized use of our proprietary information or take appropriate steps to enforce our intellectual property rights. In addition, the validity, enforceability and scope of protection of intellectual property in Internet-related industries is uncertain and still evolving. The laws of other countries in which we may market our services in the future are uncertain and may afford little or no effective protection of our intellectual property. The unauthorized reproduction or other misappropriation of our proprietary technology could enable third parties to benefit from our technology and brand name without paying us for them. If this were to occur, our business could be materially adversely affected.

***We may face liability from intellectual property litigation that could be costly to prosecute or defend and distract management s attention with no assurance of success.***

We cannot be certain that our products, content and brand names do not or will not infringe valid patents, copyrights or other intellectual property rights held by third parties. While we have a trademark for Travelzoo, many companies in the industry have similar names including the word travel . We expect that infringement claims in our markets will increase in number as more participants enter the markets. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. We may incur substantial expenses in defending against these third party infringement claims, regardless of their merit, and such claims could result in a significant diversion of the efforts of our management personnel. Successful infringement claims against us may result in monetary liability or a material disruption in the conduct of our business.

**Item 3. *Quantitative and Qualitative Disclosures About Market Risk***

We believe that our potential exposure to changes in market interest rates is not material. The Company has no outstanding debt and is not a party to any derivatives transactions. We invest in highly liquid investments with short maturities. Accordingly, we do not expect any material loss from these investments.

Our European operations expose us to foreign currency risk associated with agreements being denominated in British Sterling Pounds and Euros. Our Canadian operations expose us to foreign currency risk associated with agreements being denominated in Canadian Dollars. Our Asia Pacific operations expose us to foreign currency risk associated with agreements being denominated in Hong Kong Dollars and the Japanese Yen. We are exposed to foreign currency risk associated with fluctuations of these currencies as the financial position and operating results of our European, Canadian and Asia Pacific operations will be translated into U.S. Dollars for consolidation purposes. We do not use derivative instruments to hedge these exposures.

**Item 4. *Controls and Procedures***

As of September 30, 2007, we carried out an evaluation, under the supervision and with the participation of the Company s management, including the Company s President and Chief Executive Officer along with the Company s Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Company s President and Chief Executive Officer along with the Company s Chief Financial Officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in our periodic SEC filings as of September 30, 2007.

During the nine months ended September 30, 2007, there was no change in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

Table of Contents

## PART II OTHER INFORMATION

**Item 1A.** ***Risk Factors***

A restated description of the risk factors associated with our business is included under Risk Factors in Management s Discussion and Analysis of Financial Condition and Results of Operations, contained in Item 2 of Part I of this report. This description includes any material changes to and supersedes the description of the risk factors associated with our business previously disclosed in Item 1A of our 2006 Annual Report on Form 10-K and is incorporated herein by reference.

**Item 2.** ***Unregistered Sales of Equity Securities and Use of Proceeds***

There were no unregistered sales of equity securities during the period covered by this report.

*Issuer Purchases of Equity Securities*

| Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| July 1 July 31, 2007 | | | | 1,000,000 |
| August 1 August 31, 2007 | 1,000,000 | $ 19.82 | 1,000,000 | |
| September 1 September 30, 2007 | | | | |
| Total | 1,000,000 | $ 19.82 | 1,000,000 | |

On April 26, 2007, we announced that our Board of Directors had approved a share repurchase plan that authorized the repurchase of up to 1.0 million shares of our outstanding common stock, all of which have since been repurchased.

**Item 6.** ***Exhibits***

The following table sets forth a list of exhibits:

| Exhibit Number | Description |
|---|---|
| 3.1 | Certificate of Incorporation of Travelzoo Inc. (Incorporated by reference to our Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002). |
| 3.2 | By-laws of Travelzoo Inc. (Incorporated by reference to our Pre-Effective Amendment No. 6 to our Registration Statement on Form S-4 (File No. 333-55026), filed February 14, 2002). |
| 10.1 | Form of Director and Officer Indemnification Agreement |
| 10.2 | Employment Agreement, effective as of November 5, 2007, by and between Travelzoo Inc. and Max Rayner (Incorporated by reference to Exhibit 10.1 on Form 8-K (File No. 000-50171), filed October 24, 2007). |
| 10.3 | Amendment to Service Agreement dated as of August 13, 2007 between Travelzoo (Europe) Limited and Christopher Loughlin (Incorporated by reference to Exhibit 10.1 on Form 8-k (File No. 000-50171), filed |

August 15, 2007).

| | |
|---|---|
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

Filed herewith

Furnished herewith

**Table of Contents**

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TRAVELZOO INC.
(Registrant)

By: /s/ Wayne Lee

Wayne Lee
*Chief Financial Officer*
*(Principal Financial Officer and Authorized Signatory)*

Date: November 9, 2007

34