TRAVELZOO INC Form 4

FORM 4

May 16, 2008

#### **OMB APPROVAL**

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* AZZURRO CAPITAL INC

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

TRAVELZOO INC [TZOO]

(Month/Day/Year)

05/01/2008

(Check all applicable)

5. Relationship of Reporting Person(s) to

C/O CIBC BANK AND TRUST COMPANY, PO BOX 694GT

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

\_X\_\_ 10% Owner Director \_ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

GRAND CAYMAN, E9 KY1-1107 (State)

(Street)

(City)	(State)	Table Table	e I - Non-D	erivative S	ecurit	ies Acq	puired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/01/2008		<u>J(1)</u>	20 (1)	A	<u>(2)</u>	7,819,591 <u>(3)</u>	D	
Common Stock	05/14/2008		M	30,000	A	\$ 2	7,849,591 (3)	D	
Common Stock	05/14/2008		M	5,000	A	\$ 3	7,854,591 (3)	D	
Common Stock	05/15/2008		P	10,600	A	\$ 10	7,865,191 (3)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

#### Edgar Filing: TRAVELZOO INC - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration E (Month/Day	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2	05/14/2008		M	30,000	<u>(4)</u>	10/30/2011	Common Stock	30,000
Stock Option (right to buy)	\$ 3	05/14/2008		M	5,000	<u>(4)</u>	03/25/2012	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

AZZURRO CAPITAL INC C/O CIBC BANK AND TRUST COMPANY PO BOX 694GT GRAND CAYMAN, E9 KY1-1107

X

# **Signatures**

/s/ Ralph Bartel, Voting
Director 05/16/2008

\*\*Signature of Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents a transfer of record ownership from Holger Bartel to Azzurro Capital Inc. of 20 shares of Travelzoo Inc. common stock.

  (1) Holger Bartel, brother of Ralph Bartel, indirectly holds 1% of Azzurro Capital Inc. through HBT Corporation LLC, and Ralph Bartel, through a trust, indirectly holds the remaining 99% of Azzurro Capital Inc.

Reporting Owners 2

## Edgar Filing: TRAVELZOO INC - Form 4

- (2) Price is not applicable to transfers of shares. There were no proceeds from this transfer.
- (3) Ralph Bartel indirectly holds 99% of Azzurro Capital Inc. through his trust, the Ralph Bartel 2005 Trust, and Holger Bartel, brother of Ralph Bartel, indirectly holds 1% of Azzurro Capital Inc. through HBT Corporation LLC.
- (4) Immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.