

LoopNet, Inc.  
Form S-8  
January 29, 2007

As filed with the Securities and Exchange Commission on January 29, 2007  
Registration No. 333-\_\_\_\_\_

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**LOOPNET, INC.**

(Exact name of Registrant as specified in its charter)

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

**77-0463987**  
(I.R.S. Employer  
Identification No.)

185 Berry Street, Suite 4000  
San Francisco, CA 94107  
(Address of Principal Executive Offices)

**2006 Equity Incentive Plan**  
(Full title of the plans)

Richard J. Boyle, Jr.  
President, Chief Executive Officer, and Chairman of the Board of Directors  
LoopNet, Inc.

185 Berry Street, Suite 4000  
San Francisco, CA 94107  
(Name and address of agent for service)  
(415) 243-4200

(Telephone number, including area code, of agent for service)

Copy to:  
Karen Dempsey, Esq.  
Heller Ehrman LLP  
333 Bush Street  
San Francisco, CA 94104  
(Calculation of Registration Fee on following page)

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.001, reserved for future issuance under the 2006 Equity Incentive Plan	1,515,885 shares	\$16.63 (2)	\$25,209,167 (2)	\$2,697.38

(1) This registration statement shall also cover any additional shares of common stock which become issuable under any of the plans being registered pursuant to this registration statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.

(2) Estimated in accordance with

Rule 457(h)  
under the  
Securities Act  
of 1933, as  
amended, solely  
for the purpose  
of calculating  
the registration  
fee on the basis  
of \$16.63 per  
share, which  
represents the  
average of the  
high and low  
prices of the  
Common Stock  
reported on the  
Nasdaq Global  
Market for  
January 23,  
2007.

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**General Instruction E Information**

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of LoopNet, Inc. (the Registrant ) on Form S-8 relating to the same employee benefit plan is effective. The Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission (the Commission ) on June 6, 2006, File No. 333-134765 is hereby incorporated by reference.

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed by the Registrant with the Commission are hereby incorporated by reference:

(a) The Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-132138), filed under the Securities Act, including any amendment or prospectus pursuant to Rule 424(b).

(b) The Registrant's Quarterly Reports on Form 10-Q (File No. 000-52026) for the quarters ended June 30, 2006 and September 30, 2006.

(c) The description of the Registrant's common stock contained in its Registration Statement on Form 8-A, filed pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing such documents.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	
5.1	Opinion of Heller Ehrman LLP
10.3*	LoopNet, Inc. 2006 Equity Incentive Plan
10.4*	Form of Option Agreement under LoopNet, Inc. 2006 Equity Incentive Plan
23.1	Consent of Heller Ehrman LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm
24.1	Powers of Attorney (see page 4)
*	Incorporated by reference to the exhibit of the corresponding number filed with the Registrant's Registration Statement on Form S-1, as amended (No. 333-132138)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on January 29, 2007.

LoopNet, Inc.

By: /s/ Richard J. Boyle, Jr.  
 Richard J. Boyle, Jr.  
 President, Chief Executive Officer, and  
 Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard J. Boyle, Jr. and Brent Stumme, jointly and severally, his or her attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file such amendments, together with exhibits and other documents in connection therewith, with the Securities and Exchange Commission, granting to each attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as he or she might or could do in person, and ratifying and confirming all that the attorneys-in-fact and agents, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Richard J. Boyle, Jr. Richard J. Boyle, Jr.	President, Chief Executive Officer, and Chairman of the Board of Directors (Principal Executive Officer)	January 29, 2007
/s/ Brent Stumme Brent Stumme	Chief Financial Officer and Senior Vice President, Finance and Administration (Principal Financial and Accounting Officer)	January 29, 2007
/s/ Jeffrey D. Brody Jeffrey D. Brody	Director	January 29, 2007
/s/ Noel J. Fenton Noel J. Fenton	Director	January 29, 2007

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/s/ William A. Millichap            Director                            January 29, 2007

William A. Millichap

/s/ Thomas E. Unterman            Director                            January 29, 2007

Thomas E. Unterman

/s/ Dennis Chookaszian            Director                            January 29, 2007

Dennis Chookaszian

/s/ Scott Ingraham            Director                            January 29, 2007

Scott Ingraham

/s/ William Byrnes            Director                            January 29, 2007

William Byrnes

**INDEX TO EXHIBITS**

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