

SECURITIES AND EXCHANGE COMMISSION

FORM 425

Filing under Securities Act Rule 425 of certain prospectuses and communications in connection with business combination transactions

Filing Date: **2013-01-09**
SEC Accession No. [0001140361-13-001571](#)

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SUBJECT COMPANY

GeoEye, Inc.

CIK: [1040570](#) | IRS No.: **202759725** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **425** | Act: **34** | File No.: [001-33015](#) | Film No.: **13521012**
SIC: **4899** Communications services, nec

Mailing Address
2325 DULLES CORNER
BLVD
HERNDON VA 20171

Business Address
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HERNDON VA 20171
7034807500

FILED BY

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 9, 2013

GeoEye, Inc.

(Exact name of registrant as specified in its charter)

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

**001-33015
(Commission File Number)**

**20-2759725
(IRS Employer Identification No.)**

**2325 Dulles Corner Blvd., 10th Floor
Herndon, Virginia 20171
(Address of principal executive offices)**

Registrant's telephone number, including area code (703) 480-7500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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-

Item 8.01 Other Events.

On January 9, 2013, GeoEye, Inc., a Delaware corporation ("GeoEye") issued a press release announcing that: (a) GeoEye obtained antitrust clearance from the U.S. Department of Justice in connection with GeoEye's pending combination with DigitalGlobe, Inc. ("DigitalGlobe") pursuant to the previously announced Agreement and Plan of Merger, dated as of July 22, 2012, as amended, by and among GeoEye, DigitalGlobe, 20/20 Acquisition, Inc. and WorldView, LLC and (b) all stockholder election forms with respect to the consideration to be received in the merger by GeoEye stockholders must be received by the exchange agent no later than 5:00 p.m., New York city time, on January 29, 2013. The merger is expected to close by January 31, 2013. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Special Note Regarding Forward-Looking Statements

This document includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Without limitation, the words "anticipates," "believes," "estimates," "expects," "intends," "plans," "will" and similar expressions are intended to identify forward-looking statements. All statements that address operating performance, events or developments that GeoEye expects or anticipates will occur in the future, including statements relating to growth, expected levels of expenditures and statements expressing general optimism about future operating results, are forward-looking statements. Similarly, statements that describe GeoEye's business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements. All such forward-looking statements and those presented elsewhere by GeoEye's management from time to time are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements. These risks and uncertainties include, but are not limited to, those described in "Risk Factors" included in GeoEye's Annual Report on Form 10-K for the year ended December 31, 2011, which GeoEye filed with the Securities and Exchange Commission ("SEC") on March 13, 2012, as updated in GeoEye Quarterly Reports on Form 10-Q for the periods ended March 31, 2012, June 30, 2012, and September 30, 2012, which GeoEye filed with the SEC on May 4, 2012, August 7, 2012, and November 6, 2012, respectively. Copies of all SEC filings may be obtained from the SEC's EDGAR Web site, <http://www.sec.gov/> or by contacting: William L. Warren, Executive Vice President, General Counsel and Corporate Secretary, at 703-480-5672.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is furnished with this report:

Exhibit 99.1 GeoEye, Inc. Press Release dated January 9, 2013.

SIGNATURES

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 hereunto duly authorized.

Dated: January 9, 2013

GEOEYE, INC.

By: /s/ William L. Warren

Executive Vice President, General Counsel and Corporate
Secretary

Exhibit Index

Exhibit No. **Description**

[99.1](#) GeoEye, Inc. Press Release dated January 9, 2013.



News Release**Investor Relations:**

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Media Contact:

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Gibraltar Associates
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ccarroll@gibraltar-llc.com

GeoEye and DigitalGlobe Receive Antitrust Clearance in Connection with Pending Combination

HERNDON, Va., Jan. 9, 2013 – GeoEye, Inc. (NASDAQ: GEOY), a leading source of geospatial information and insight, announced that it has received antitrust clearance from the U.S. Department of Justice in connection with its pending combination with DigitalGlobe, Inc. (NYSE: DGI).

As previously announced, on July 23, 2012, the boards of directors of both GeoEye and DigitalGlobe unanimously approved a definitive merger agreement under which the companies will combine. Completion of the transaction is subject to satisfaction of other customary closing conditions, including obtaining regulatory approval from the Federal Communications Commission (FCC) and the National Oceanic and Atmospheric Administration (NOAA). GeoEye is working cooperatively with the FCC and NOAA, and the transaction is expected to close by January 31, 2013. Shareowners of both GeoEye and DigitalGlobe have previously voted overwhelmingly in favor of the combination. Simultaneous with the closing of the transaction, the company expects to complete a \$1.2 billion refinancing, which is expected to include a combination of senior notes and senior secured credit facilities.

Pursuant to the Agreement and Plan of Merger between the parties and the anticipated closing date of January 31, 2013, all stockholder election forms with respect to the consideration to be received in the merger by GeoEye stockholders must be received by the Exchange Agent, American Stock Transfer & Trust Company, LLC (“AST”) by no later than 5:00 p.m., New York City time, on January 29, 2013. Further information regarding the stockholder election form may be obtained by contacting AST toll free at (877) 825 – 8619.

About GeoEye

GeoEye is a leading source of geospatial information and insight for decision makers and analysts, who need a clear understanding of our changing world to protect lives, manage risk and optimize resources. Each day, organizations in defense and intelligence, public safety, critical infrastructure, energy and online media rely on GeoEye's imagery, tools and expertise to support important missions around the globe. Widely recognized as a pioneer in high-resolution satellite imagery, GeoEye has evolved into a complete provider of geospatial intelligence solutions. GeoEye's ability to collect, process and analyze massive amounts of geospatial data allows our customers to quickly see precise changes on the ground and anticipate where events may occur in the future. GeoEye is a public company listed on NASDAQ as GEOY and is headquartered in Herndon, Virginia with more than 700 employees worldwide. Learn more at www.geoeye.com.



News Release

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Without limitation, the words "anticipates," "believes," "estimates," "expects," "intends," "plans," "will" and similar expressions are intended to identify forward-looking statements. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future, including statements relating to growth, expected levels of expenditures and statements expressing general optimism about future operating results, are forward-looking statements. Similarly, statements that describe our business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements. All such forward-looking statements and those presented elsewhere by our management from time to time are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements. These risks and uncertainties include, but are not limited to, those described in "Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2011, which we filed with the Securities and Exchange Commission ("SEC") on March 13, 2012, as updated in our Quarterly Reports on Form 10-Q for the periods ended March 31, 2012, June 30, 2012, and September 30, 2012, which we filed with the SEC on May 4, 2012, August 7, 2012, and November 6, 2012, respectively. Copies of all SEC filings may be obtained from the SEC's EDGAR Web site, <http://www.sec.gov/> or by contacting: William L. Warren, Executive Vice President, General Counsel and Secretary, at 703-480-5672.

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