

XO GROUP INC. CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

XO Group Inc. (the “Company”) is committed to the highest standards of ethical business conduct. Consistent with this goal, the Board of Directors hereby adopts the following Code of Ethics (the “Code”) for the Chief Executive Officer and Senior Financial Officers to promote honest and ethical conduct; full fair, accurate, timely and understandable disclosure; and compliance with applicable governmental rules and regulations. The particular executives who are subject to the Code from time to time will be designated by and informed of such designation, by the Company.

The employees covered by this code will:

- Endeavor to act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, which requires observation of both the form and the spirit of technical and ethical accounting standards.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one’s independent judgment to be subordinated.
- Promote full, fair, accurate, timely and understandable disclosure in the periodic reports that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company and to promptly bring to the attention of the Company’s Audit Committee any material information of which they may become aware that affects the disclosures made by the Company in its public filings or otherwise, and to otherwise assist the Committee in fulfilling its responsibilities.
- Promptly bring to the attention of the Audit Committee any information they may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.
- Endeavor to comply, and to cause the Company to comply, with applicable governmental laws, rules and regulations and promptly bring to the attention of the Audit Committee any information they may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof.
- Not unduly or fraudulently influence, coerce, manipulate, or mislead any authorized audit or interfere with any auditor engaged in the performance of an independent audit of the Company’s financial statements or accounting books and records.
- Promptly report to the Audit Committee any information they may have concerning evidence of a material violation of the Code.

The Chief Executive Officer and Senior Financial Officers are expected to adhere to the Code. The Company shall determine appropriate actions to be taken in the event of violations of the Code by any of these employees. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. The Company will also appropriately disclose any substantive amendment to, and any waiver of, any provision of the Code that applies to these employees.