

MARKETWATCH INC  
Form 8-K  
January 19, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**Current Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: January 19, 2005**

(Date of earliest event reported)

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**MARKETWATCH, INC.**

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

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**Delaware**  
*(State or Other Jurisdiction*  
  
*of Incorporation)*

**000-50562**  
*(Commission File Number)*

**27-0064104**  
*(IRS Employer*  
  
*Identification Number)*

**825 Battery Street**  
  
**San Francisco, California 94111**  
  
*(Address of principal executive offices including zip code)*

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(415) 733-0500

*(Registrant's telephone number, including area code)*

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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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(c) Exhibit 99.1 Press Release of MarketWatch, Inc. dated January 19, 2005.

ITEM 8.01 OTHER EVENTS

On January 19, 2005, MarketWatch, Inc. ( "MarketWatch" ) issued a press release announcing that at a special meeting of the stockholders held on January 19, 2005, MarketWatch's stockholders approved the terms and conditions of the proposed merger of MarketWatch into a wholly-owned subsidiary of Dow Jones & Company, Inc. The press release is attached as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of MarketWatch, Inc. dated January 19, 2005.

**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 thereunto duly authorized.

**MARKETWATCH, INC.**

By: Doug Appleton

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Name: Doug Appleton

Title: General Counsel and Secretary

Date: January 19, 2005

EXHIBIT INDEX.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of MarketWatch, Inc. dated January 19, 2005.