

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Schedule TO

Tender offer statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

MyPoints.com, Inc.

(Name of Subject Company (issuer))

UNV ACQUISITION Corp.

a Wholly Owned Subsidiary of United NewVentures, Inc.

(Names of Filing Persons (offerors))

Common Stock, Par Value \$.001 Per Share

62855T102 (CUSIP Number)

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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CALCULATION OF FILING FEE

Table with 2 columns: Transaction Valuation, Amount of Filing Fee. Row 1: Not Applicable, Not Applicable.

[ ] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Amount Previously Paid: N/A Filing Party: N/A Form or Registration No.: N/A Date Filed: N/A

[ ] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

[X] third-party tender offer [ ] going-private transaction

subject to Rule 14d-1.

subject to Rule 13e-3.

issuer tender offer subject  
to Rule 13e-4.

amendment to Schedule 13D  
under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the  
results of the tender offer:

Item 12. Exhibits

Text of Press Release issued by United NewVentures, Inc. and MyPoints.com, Inc.  
on June 4, 2001.

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UNITED NEWVENTURES TO ACQUIRE LEADING INTERNET  
DIRECT MARKETING AND MEMBERSHIP SERVICES  
COMPANY, MYPOINTS.COM

CHICAGO and SAN FRANCISCO, June 4, 2001 - United NewVentures, a wholly owned subsidiary of UAL Corporation (NYSE: UAL) responsible for United Airlines' Internet initiatives and investments, and MyPoints.com (NASDAQ: MYPT), today announced they have signed a merger agreement. MyPoints.com is a leading Internet direct marketing and membership services company, known for its database-driven loyalty infrastructure. Under the terms of the merger agreement approved by MyPoints.com's Board of Directors, a subsidiary of United NewVentures will commence a cash tender offer to purchase all outstanding shares of common stock of MyPoints.com for \$2.60 per share. The transaction is subject to customary conditions, including the valid tender of at least a majority of MyPoints.com's outstanding shares on a fully diluted basis. Following completion of the tender offer, any shares not purchased in the tender offer will be acquired for the same price in cash in a second-step merger.

MyPoints.com's strong direct marketing capabilities will provide new tailored communications solutions to united.com and Mileage Plus members. In addition, the proposed acquisition allows United NewVentures and MyPoints.com to together build

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and Membership Services Company, MyPoints.com  
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new services for their combined customer base. MyPoints.com's already active MyPoints(R) Program members will now have access to offers from United Airlines. One feature of the new relationship will begin immediately as United Airlines and MyPoints.com have entered into a redemption agreement enabling MyPoints(R) Program members to redeem their points for travel awards on United Airlines.

"United NewVentures is committed to the development of new technologies that improve convenience and choice for our customers and enhance our core business. This proposed acquisition will allow us to communicate our special offers, upgrades and fares more effectively with our existing customers and also reach out to an expanded audience of new customers," said Doug Hacker, President of United NewVentures. "MyPoints.com's strong direct marketing capabilities and active user base make it a perfect complement to United's commitment to better serve our customers."

"The proposed combination will create an even more powerful direct marketing organization, with a highly motivated consumer list and a suite of database-driven online media products that should be compelling to any advertiser," said John Fullmer, Chairman and CEO of MyPoints.com. "MyPoints(R) Program members will also gain access to special offers and travel awards from United Airlines, and MyPoints.com's advertising clients will benefit from an expanded base of motivated consumers."

MyPoints.com will continue operations as a separate company headquartered in San Francisco with the technology center remaining in Schaumburg, IL.

#### About MyPoints.com

MyPoints.com (Nasdaq: MYPT) is a leading provider of Internet direct marketing and membership services. The Company's flagship MyPoints(R) Program features a True Opt-in(R) database of members and provides advertisers with an integrated suite of targeted media products--including HTML-enhanced email and dynamically-served Web offers. The Company has sales offices in cities nationwide. For detailed product information please call 1-800-890-9351, 212-699-8050, ext. 7702 from outside North America, or visit MyPoints.com at <http://www.corp.mypoints.com>.

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#### About United Airlines

United Airlines offers nearly 2,300 flights a day on a network that spans the globe. United's Web site is [www.united.com](http://www.united.com).

#### About United NewVentures

United NewVentures, founded in October 2000, is a wholly owned subsidiary of UAL Corp. that was created to focus the airline's Internet initiatives and investments into one company. United NewVentures provides United's customers with the latest technologies and services for their business and leisure travel needs. These services are provided in part through [united.com](http://united.com), the official Web site for United Airlines, which allows passengers to research flight, schedule and fare information and purchase travel on over 500 airlines worldwide.

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The tender offer described in this press release has not yet commenced, and this press release is neither an offer to purchase nor a solicitation of an offer to sell securities. Any tender offer will be made only through an offer to purchase and related letter of transmittal. United NewVentures intends to file a tender offer statement on Schedule TO with the Securities and Exchange Commission no later than June 15, 2001. Investors and security holders are strongly advised to read the tender offer statement regarding the tender offer referred to in this press release, if and when such document is filed and becomes available, because it will contain important information.

Any such tender offer statement would be filed by United NewVentures with the SEC. Investors and security holders may obtain a free copy of the tender offer statement (if and when filed and available) and other relevant documents on the SEC's web site at [www.sec.gov](http://www.sec.gov). Any such tender offer statement and related materials may also be obtained for free by directing such requests to United NewVentures at (847) 700-1923.