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As filed with the Securities and Exchange Commission on October 1, 2001

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933

UNITED ONLINE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

77-0575839
(IRS Employer Identification No.)

2555 Townsgate Road, Westlake Village, California 91361
(Address of principal executive offices) (Zip Code)

UNITED ONLINE, INC. 2001 STOCK INCENTIVE PLAN
UNITED ONLINE, INC. 2001 SUPPLEMENTAL STOCK INCENTIVE PLAN
UNITED ONLINE, INC. 2001 EMPLOYEE STOCK PURCHASE PLAN
NETZERO, INC. 1999 EMPLOYEE STOCK PURCHASE PLAN
JUNO ONLINE SERVICES, INC. 1999 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan)

MARK R. GOLDSTON
Chairman, Chief Executive Officer and President
United Online, Inc.
2555 Townsgate Road
Westlake Village, California 91361
(Name and address of agent for service)

(805) 418-2000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title 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, \$0.0001 par value, to be issued pursuant to the United Online, Inc. 2001 Stock Incentive Plan	7,945,906 shares	\$1.84(2)	\$14,620,467.04(2)	\$3,655.12
Common stock, \$0.0001 par value, to be issued pursuant to the United Online, Inc. 2001 Supplemental Stock Incentive Plan	2,235,322 shares	\$1.84(2)	\$4,112,992.48(2)	\$1,028.25
Common stock, \$0.0001 par value, to be issued pursuant to the United Online, Inc. 2001 Employee Stock Purchase Plan	800,000 shares	\$1.84(2)	\$1,472,000.00(2)	\$368.00

Common stock, \$0.0001 par value, to be issued pursuant to the NetZero, Inc. 1999 Employee Stock Purchase Plan	200,000 shares	\$1.84(2)	\$368,000.00(2)	\$92.00
Common stock, \$0.0001 par value, to be issued pursuant to the Juno Online Services, Inc. 1999 Employee Stock Purchase Plan	100,000 shares	\$1.84(2)	\$184,000.00(2)	\$46.00
Total	11,281,228 shares		20,757,459.52(2)	\$5,189.37

- (1) This Registration Statement shall also cover any additional shares of common stock which become issuable under the United Online, Inc. 2001 Stock Incentive Plan, the United Online, Inc. 2001 Supplemental Stock Incentive Plan, the United Online, Inc. 2001 Employee Stock Purchase Plan, the NetZero, Inc. 1999 Employee Stock Purchase Plan, or the Juno Online Services, Inc. 1999 Employee Stock Purchase Plan (collectively, the "Plans"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock of United Online, Inc.
- (2) Calculated solely for the purpose of this offering under Rule 457(h) of the Securities Act of 1933, as amended (the "Securities Act"), on the basis of the average of the high and low selling prices per share of common stock of United Online, Inc. on September 26, 2001, as reported on the Nasdaq National Market.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

United Online, Inc. hereby incorporates by reference into this Registration Statement its prospectus filed with the Securities and Exchange Commission on August 30, 2001 pursuant to Rule 424(b) of the Securities Act in connection with its Registration Statement on Form S-4 (Registration No. 333-63704), and the amendments thereto, in which there is set forth audited financial statements for the fiscal year ended June 30, 2001 of the Registrant, the audited financial statements for the fiscal year ended June 30, 2001 of NetZero, Inc., the audited financial statements for the fiscal year ended December 31, 2000 and the unaudited financial statements for the interim period ended June 30, 2001 of Juno Online Services, Inc., and the audited financial statements for the fiscal year ended December 31, 1999 of AimTV, Inc. (A Development Stage Enterprise).

United Online, Inc.'s common stock is deemed registered under Section 12(g) of the Securities Exchange Act of 1934 pursuant to Rule 12g-3(d). A description of the common stock is included in its Registration Statement on Form S-4 (Registration No. 333-63704) referenced above.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

Not Applicable.

Item 6. Indemnification of Directors and Officers

The Certificate of Incorporation of United Online, Inc. limits, to the fullest extent permitted by law, the liability of its directors to United Online, Inc. and its stockholders for monetary damages for breach of the directors' fiduciary duty. This provision is intended to afford the United Online, Inc.'s directors the benefit of the Delaware General Corporation Law (the "Delaware Law"), which Delaware Law provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability for (i) any breach of their duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware Law, or (iv) any transaction from which the director derives an improper personal benefit.

The Certificate of Incorporation and Bylaws of United Online, Inc. requires indemnification of its directors and officers to the maximum extent permitted by Delaware Law. Section 145 of the Delaware

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Law authorizes indemnification by a Delaware corporation when a person is made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or was serving as a director, officer, employee or agent of another enterprise, at the request of the corporation, and if such person acted in good faith and in a manner reasonably believed by him or her to be in, or not opposed to, the best interests of the corporation. With respect to any criminal proceeding, such person must have had no reasonable cause to believe that his or her conduct was unlawful. If it is determined that the conduct of such person meets these standards, he or she may be indemnified for expenses incurred and amounts paid in such proceeding (including attorneys' fees) if actually and reasonably incurred by him or her in connection therewith. If such a proceeding is brought by or on behalf of United Online, Inc., such person may be indemnified against expenses actually and reasonably incurred if he or she acted in good faith and in a manner reasonably believed by him or her to be in, or not opposed to, the best interests of United Online, Inc. There can be no indemnification with respect to any matter as to which such person is adjudged to be liable to United Online, Inc.; however, a court may, even in such case, allow such indemnification to such person for such expenses as the court deems proper. Where such person is successful in any such proceeding, he or she is entitled to be indemnified against expenses actually and reasonably incurred by him or her. In all other cases, indemnification is made by United Online, Inc. upon determination by it that indemnification of such person is proper because such person has met the applicable standard of conduct.

United Online, Inc. has or will enter into contractual arrangements with its directors and officers pursuant to which such persons may be entitled to indemnity from the United Online, Inc. against certain liabilities arising from the discharge of their duties in such capacities.

United Online, Inc. maintains an errors and omissions liability policy for the benefit of its officers and directors, which may cover certain liabilities of such individuals to United Online, Inc. and its stockholders.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

Exhibit Number	Exhibit
4	Reference is made to Registration Statement No. 333-63704 on Form S-4, together with the amendments and exhibits thereto, which are incorporated herein by reference pursuant to Item 3(a).
5	Opinion and consent of Brobeck, Phleger & Harrison LLP.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants of United Online, Inc.
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants of NetZero, Inc.
23.3	Consent of PricewaterhouseCoopers LLP, Independent Accountants of Juno Online Services, Inc.
23.4	Consent of PricewaterhouseCoopers LLP, Independent Accountants of AimTV, Inc. (A Development Stage Enterprise).
23.5	Consent of Brobeck, Phleger & Harrison LLP is contained in Exhibit 5.
24	Power of Attorney. Reference is made to page II-4 of this Registration Statement.

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Item 9. Undertakings

A. United Online, Inc. hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act, (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement, and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; *provided, however*, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by United Online, Inc. pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement; (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the Plans.

B. United Online, Inc. hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of United Online, Inc.'s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of United Online, Inc. pursuant to the indemnification provisions summarized in Item 6 above, or otherwise, United Online, Inc. has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by United Online, Inc. of expenses incurred or paid by a director, officer or controlling person of United Online, Inc. in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, United Online, Inc. will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, United Online, Inc. 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 Westlake Village, State of California, on September 28, 2001.

UNITED ONLINE, INC.

By: /s/ MARK R. GOLDSTON

Mark R. Goldston
Chairman, Chief Executive Officer and President

KNOW ALL PERSONS BY THESE PRESENTS, the undersigned hereby constitute and appoint Mark R. Goldston, Charles S. Hilliard and Frederic A. Randall, Jr. and each of them, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, or any related registration statement filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

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

Signature	Title	Date
/s/ MARK R. GOLDSTON <hr/> Mark R. Goldston	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)	September 28, 2001
/s/ CHARLES S. HILLIARD <hr/> Charles S. Hilliard	Senior Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	September 28, 2001

/s/ JAMES T. ARMSTRONG

James T. Armstrong	Director	September 28, 2001
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/s/ ROBERT BERGLASS

Robert Berglass	Director	September 28, 2001
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/s/ JENNIFER S. FONSTAD

Jennifer S. Fonstad	Director	September 28, 2001
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/s/ DENNIS HOLT

Dennis Holt	Director	September 28, 2001
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

EXHIBITS

TO

FORM S-8

UNDER

SECURITIES ACT OF 1933

UNITED ONLINE, INC.

EXHIBIT INDEX

Exhibit Number	Exhibit
4	Reference is made to Registration Statement No. 333-63704 on Form S-4, together with the amendments and exhibits thereto, which are incorporated herein by reference pursuant to Item 3(a).
5	Opinion and consent of Brobeck, Phleger & Harrison LLP.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants of United Online, Inc.
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants of NetZero, Inc.
23.3	Consent of PricewaterhouseCoopers LLP, Independent Accountants of Juno Online Services, Inc.
23.4	Consent of PricewaterhouseCoopers LLP, Independent Accountants of AimTV, Inc. (A Development Stage Enterprise).
23.5	Consent of Brobeck, Phleger & Harrison LLP is contained in Exhibit 5.
24	Power of Attorney. Reference is made to page II-4 of this Registration Statement.

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EXHIBIT 5

OPINION AND CONSENT OF BROBECK, PHLEGER & HARRISON LLP

October 1, 2001

United Online, Inc.
2555 Townsgate Road
Westlake Village, California 93161

Re: United Online, Inc. Registration Statement on Form S-8 for an aggregate of 11,281,228 shares of common stock of United Online, Inc.

Ladies and Gentlemen:

We have acted as counsel to United Online, Inc., a Delaware corporation (the "Company"), in connection with the registration on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), of 11,281,228 shares of the Company's common stock (the "Shares") reserved for issuance under the United Online, Inc. 2001 Stock Incentive Plan (the "United SIP"), the United Online 2001 Supplemental Stock Incentive Plan (the "United Supplemental SIP"), the United Online, Inc. 2001 Employee Stock Purchase Plan (the "United ESPP"), the NetZero, Inc. 1999 Employee Stock Purchase Plan (the "NetZero ESPP"), and the Juno Online Services, Inc. 1999 Employee Stock Purchase Plan (the "Juno ESPP").

This opinion is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

We have reviewed the Company's charter documents and the corporate proceedings taken by the Company in connection with (1) the establishment and implementation of the United SIP, United Supplemental SIP and the United ESPP and (2) the assumption of the NetZero ESPP and the Juno ESPP. Based on such review, we are of the opinion that if, as and when the Shares are issued and sold (and the consideration therefor received) pursuant to (a) the provisions of the relevant option agreements for options granted pursuant to or assumed under the United SIP or the United Supplemental SIP and in accordance with the Registration Statement, (b) duly authorized direct stock issuances under the United SIP or the United Supplemental SIP effected in accordance with the Registration Statement or (c) duly authorized stock purchase rights issued under the United ESPP, the NetZero ESPP or the Juno ESPP effected in accordance with the Registration Statement, such Shares will be duly authorized, legally issued, fully paid and nonassessable.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder or Item 509 of Regulation S-K.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the United SIP, United Supplemental SIP, the United ESPP, the NetZero ESPP, the Juno ESPP, or the Shares.

Very truly yours,

/s/ BROBECK, PHLEGER & HARRISON LLP

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[OPINION AND CONSENT OF BROBECK, PHLEGER & HARRISON LLP](#)

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EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of United Online, Inc. (the "Company") of our report dated August 14, 2001 relating to the consolidated balance sheet of the Company, which appears in the Company's Registration Statement on Form S-4 (No. 333-63704).

/s/ PricewaterhouseCoopers LLP

Century City, California
September 27, 2001

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[CONSENT OF INDEPENDENT ACCOUNTANTS](#)

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EXHIBIT 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of United Online, Inc. of our reports dated August 14, 2001 relating to the consolidated financial statements and financial statement schedule of NetZero, Inc., which appear in United Online, Inc.'s Registration Statement on Form S-4 (No. 333-63704).

/s/ PricewaterhouseCoopers LLP

Century City, California
September 27, 2001

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[EXHIBIT 23.2](#)

[CONSENT OF INDEPENDENT ACCOUNTANTS](#)

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EXHIBIT 23.3

Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of United Online, Inc. of our report dated January 17, 2001 relating to the consolidated financial statements of Juno Online Services, Inc. and Subsidiaries, which appears in United Online, Inc.'s Registration Statement on Form S-4 (No. 333-63704).

/s/ PricewaterhouseCoopers LLP

New York, New York
September 28, 2001

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EXHIBIT 23.4

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of United Online, Inc. of our report dated January 6, 2000 relating to the financial statements of AimTV, Inc. (A Development Stage Enterprise), which appears in United Online, Inc.'s Registration Statement on Form S-4 (No. 333-63704).

/s/ PricewaterhouseCoopers LLP

Century City, California
September 27, 2001

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