

Lynn Jason
 Form 4
 December 14, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Lynn Jason

(Last) (First) (Middle)
 11 WEST 19TH STREET, 10TH FLOOR
 (Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 interclick, inc. [ICLK]

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Strategy Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Common Stock	12/14/2011		U		4,900 <u>(1)</u>	D	\$ 9 0 D
Common Stock	12/14/2011		D		25,000 <u>(2)</u>	D	\$ 9 0 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.62	12/14/2011		D	25,000 (3)	(3) 09/24/2013		Common Stock	25,000
Stock Option (Right to Buy)	\$ 1.52	12/14/2011		D	125,000 (4)	(4) 02/06/2014		Common Stock	125,000
Stock Option (Right to Buy)	\$ 2.6	12/14/2011		D	125,000 (5)	(5) 06/04/2014		Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lynn Jason
11 WEST 19TH STREET, 10TH FLOOR
NEW YORK, NY 10011

Chief Strategy Officer

Signatures

/s/ Jason Lynn 12/14/2011

**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On December 14, 2011, the transactions contemplated by the Agreement and Plan of Merger, dated as of October 31, 2011, by and among Yahoo! Inc., a Delaware corporation, Innsbruck Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Yahoo! Inc., and the Issuer (the "Agreement") were consummated. These shares were disposed of pursuant to the Agreement for a per share cash payment of \$9.00.

(2) Represents unvested shares of restricted stock. Pursuant to the Agreement, these shares were cancelled in the merger and converted into the right to receive a per share cash payment of \$9.00 (without interest and less any applicable withholding tax).

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(3) This stock option vests annually in equal increments over 3 years from the date of issuance. Pursuant to the Agreement, this stock option was fully accelerated (to the extent not already vested), cancelled in the merger and converted into the right to receive a cash payment equal to the excess of \$9.00 over the per-share exercise price multiplied by the number of shares underlying such stock option (without interest and less any applicable withholding tax).

(4) This stock option vests semi-annually in equal increments over four years each June 30 and December 31 with the first vesting date being June 30, 2009. Pursuant to the Agreement, this stock option was fully accelerated (to the extent not already vested), cancelled in the merger and converted into the right to receive a cash payment equal to the excess of \$9.00 over the per-share exercise price multiplied by the number of shares underlying such stock option (without interest and less any applicable withholding tax).

(5) This stock option vests each calendar quarter in equal increments over four years with the first vesting date being June 30, 2009. Pursuant to the Agreement, this stock option was fully accelerated (to the extent not already vested), cancelled in the merger and converted into the right to receive a cash payment equal to the excess of \$9.00 over the per-share exercise price multiplied by the number of shares underlying such stock option (without interest and less any applicable withholding tax).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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