

interCLICK, Inc.  
Form 8-K  
May 25, 2010

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

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FORM 8-K

CURRENT REPORT

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

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Date of Report (Date of earliest event reported): May 24, 2010

interCLICK, Inc.  
(exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-34523  
(Commission File Number)

01-0692341  
(IRS Employer  
Identification No.)

11 West 19th Street  
10th Floor  
New York, NY  
(Address of principal executive offices)

10011  
(Zip Code)

Registrant's telephone number, including area code: (646) 722-6260

(Former name or former address, if changed since last report)

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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:

- 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))



Item 8.01 Other Events.

On May 24, 2010, the co-Chairmen of interCLICK, Inc. (the “Company”) amended each of their Form 144s to disclose they had no intention of selling any more of their shares of the Company’s common stock during the three month period covered by the original form 144s. Furnished with this Form 8-K are the Form 144s sent to the Securities and Exchange Commission. This information shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Exhibit

99.1 co-Chairman - Form 144  
99.2 co-Chairman - Form 144

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 hereunto duly authorized.

Date: May 25, 2010

interCLICK, Inc.

By: /s/ Michael Mathews  
Michael Mathews  
Chief Executive Officer