

Mathews Michael  
Form 4  
December 14, 2011

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mathews Michael

(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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/14/2011		U		235,000 (1)	D	\$ 9 0
Common Stock	12/14/2011		D		10,000 (2)	D	\$ 9 0

Grantor  
Retained  
Annuity  
Trust  
dated  
March 25,  
2011

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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	12/14/2011		D		725,000 (3)		(3)	08/28/2012	Common Stock	725,000
Stock Option (Right to Buy)	\$ 2	12/14/2011		D		125,000 (4)		(4)	10/12/2012	Common Stock	125,000
Stock Option (Right to Buy)	\$ 1.52	12/14/2011		D		100,000 (5)		(5)	02/06/2014	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathews Michael 11 WEST 19TH STREET, 10TH FLOOR NEW YORK, NY 10011			X	

## Signatures

/s/ Michael  
Mathews

12/14/2011

\*\*Signature of  
Reporting Person

Date

## 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).

## Edgar Filing: Mathews Michael - Form 4

- On December 14, 2011, the transactions contemplated by the Agreement and Plan of Merger, dated as of October 31, 2011 (the "Agreement"), 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 were consummated. Pursuant to the Agreement, these shares were tendered into the tender offer for a per share cash payment of \$9.00 (without interest and less any applicable withholding tax).
- (1)
- (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).
- This stock option vests very three months over a three year period beginning November 28, 2007. 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).
- (3)
- This stock option vests very three months over a three year period beginning January 12, 2008. 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 has vested in full. Pursuant to the Agreement, this stock option was 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)

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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