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

SCHEDULE 14D-9C

SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934

interclick, inc. (Name of Subject Company)

interclick, inc.
(Name of Person(s) Filing Statement)

Common Stock, par value \$0.001 per share (Title of Class of Securities)

458483203 (CUSIP Number of Class of Securities)

Michael Katz
Chief Executive Officer
interclick, inc.

11 West 19th Street, 10th Floor
New York, New York 10011
(646) 722-6260

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

Copy to:

Harvey J. Kesner, Esq. Sichenzia Ross Friedman Ference LLP

David M. Schwartzbaum, Esq. Michael D. Helsel, Esq.

Edgar Filing: interclick, inc. - Form SC14D9C

61 Broadway, 32nd Floor New York, New York 10006 Telephone: (212) 930-9700 Greenberg Traurig, LLP 200 Park Avenue New York, New York 10166 Telephone: (212) 801-9200

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