

interCLICK, Inc.  
Form 8-K  
October 23, 2009

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): October 23, 2009

interCLICK, Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or other  
jurisdiction  
of incorporation)

333-141141  
(Commission File  
Number)

01-0692341  
(IRS Employer  
Identification  
No.)

257 Park Avenue South  
Suite 602  
New York, NY  
(Address of principal executive offices)

10010  
(Zip Code)

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

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

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Item 7.01 Regulation FD Disclosure.

Item 8.01 Other Events.

On October 23, 2009, the shareholders of interCLICK, Inc. (the “Company”) voted to approve a reverse stock split of the Company’s common stock at the Company’s 2009 annual meeting of shareholders (the “Meeting”). After the close of trading on October 23, 2009, the Company amended its Certificate of Incorporation by filing a Certificate of Amendment to its Certificate of Incorporation (the “Amendment”) to implement a one-for-two reverse stock split.

The Company issued a press release announcing the results of the Meeting. The press release is attached to this Form 8-K as Exhibit 99.1.

The results for each of the proposals are listed below.

Proposal	For	Against	Withheld	Abstain
To elect the following as directors:				
Barry Honig	26,553,031	0	1,386,657	
Michael Brauser	26,553,081	0	1,386,607	
Brett Cravatt	27,481,366	0	458,322	
Michael Katz	27,377,801	0	561,887	
Michael Mathews	27,377,031	0	562,657	
To approve an amendment to our Certificate of Incorporation to effect a reverse stock split	26,304,960	1,310,683		24,045
To ratify the adoption of and the amendments to the Company’s equity incentive plans	25,796,163	952,034		1,191,491
To approve the ratification of J.H. Cohn LLP as our independent registered public accounting firm	25,877,200	2,700		1,759,788

Item 9.01 Financial Statements and Exhibits.

Exhibit  
No.

99.1 Press Release Announcing Annual Meeting Results



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 thereunto duly authorized.

Date: October 23, 2009

interCLICK, Inc.

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