

Honig Barry C
Form 4
December 18, 2009

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 *
Honig Barry C

(Last) (First) (Middle)

595 S FEDERAL
HIGHWAY, SUITE 600

(Street)

BOCA RATON, FL 33432

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
interCLICK, Inc. [ICLK]

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2009

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 | 06/22/2009 | | A ⁽¹⁾ | | 50,000 | A | ② |
| Common Stock | 06/29/2009 | | A ⁽¹⁾ | | 5,528 | A | ③ |
| Common Stock | 09/11/2009 | | S | | 125,000 | D | \$ 3.7 |
| Common Stock | 09/15/2009 | | S | | 14,850 | D | \$ 4.19 |
| Common Stock | 09/16/2009 | | S | | 82,500 | D | \$ 3.7 |

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| | | | | | | | |
|--------------|------------|---|---------|---|---------|-----------|---|
| Common Stock | 09/16/2009 | S | 26,250 | D | \$ 4.22 | 2,516,045 | D |
| Common Stock | 09/16/2009 | S | 2,150 | D | \$ 4.24 | 2,513,895 | D |
| Common Stock | 09/16/2009 | S | 333,250 | D | \$ 3.7 | 2,180,645 | D |
| Common Stock | 09/17/2009 | S | 400,000 | D | \$ 3.9 | 1,780,645 | D |
| Common Stock | 09/18/2009 | S | 16,000 | D | \$ 3.9 | 1,764,645 | D |
| Common Stock | 09/21/2009 | S | 125,000 | D | \$ 3.7 | 1,639,645 | D |
| Common Stock | 12/16/2009 | S | 517,000 | D | \$ 4.5 | 1,122,645 | D |

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.

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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 of Number of Shares |
| Warrant (right to buy) | \$ 2.8 | 06/22/2009 | | A ⁽¹⁾ | 12,500 | 06/22/2009 | 06/22/2012 | Common Stock | 12,500 |
| Stock Options (right to buy) | \$ 4.32 | 10/10/2009 | | A | 100,000 | ⁽⁴⁾ | 10/10/2014 | Common Stock | 100,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Honig Barry C
595 S FEDERAL HIGHWAY X
SUITE 600
BOCA RATON, FL 33432

Signatures

/s/ Barry Honig 12/18/2009

**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) The securities were acquired by the reporting person in a transaction that was approved by the board of directors in advance of the transaction.
- (2) The shares of common stock and warrants were purchased by the reporting person in interCLICK's private placement for \$100,000.
- (3) The shares were issued in lieu of interest owed under a Senior Promissory Note.
- (4) The option vests in four equal annual installments beginning on the first anniversary of the date of grant. As of the date of this Form 4, none of the options have vested.

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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