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Katz Michae Form 4	ŕ										
August 19, 2									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287			
if no long subject to	Check this box if no longer subject to Section 16. Section 26. Section 26. Sec							Expires: January 31 2005 Estimated average burden hours per			
Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	Filed purs ns sinue. Section 17(a) of the		ility Hold	ing Com	ipany	Act o	ge Act of 1934, f 1935 or Sectio 40	response	•	
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Katz Michael Stephen			2. Issuer Name and Ticker or Trading Symbol interCLICK, Inc. [ICLK]				g	5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)				
(Last) 11 WEST 19 FLOOR	(First) (M	liddle) TH	3. Date of (Month/Da 08/18/20	-	ansaction			X Director X Officer (giv below)		6 Owner er (specify	
(Street) 4. If Amendment Filed(Month/Day/				Day/Year) Applicable Line)					oint/Group Filing(Check One Reporting Person		
NEW YOR	K, NY 10011							Form filed by Person	More than One Re	eporting	
(City)	(State) (Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned	
(Instr. 3) any		emed 3. 4. Securities on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
Common					Amount	or	Price \$	(Instr. 3 and 4)			
Stock	08/18/2010			Р	5,000	А	ф 38	1,028,750 (1)	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.

 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. Transacti Code (Instr. 8)	5. of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	. ,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addre	55	Relationships							
	Director	10% Owner	Officer	Other					
Katz Michael Stephen 11 WEST 19TH STREET 10TH FLOOR NEW YORK, NY 10011	Х		President						
Signatures									
/s/ Michael Katz	8/19/2010								

**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).
- Includes (i) an immediately exercisable stock option to purchase 184,375 shares of common stock (ii) an option to purchase 37,500 shares
 (1) of common stock which will vest on August 31, 2010 and (iii) an option to purchase 21,875 shares of common stock which will vest on September 30, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.