Mathews Michael
Form 4
December 14, 2011

FORM 4

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

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
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(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)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	I	Grantor Retained Annuity Trust dated March 25, 2011
Common Stock	12/14/2011		D		10,000 (2)	D	$ 9	0	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.

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).

(1) 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).

(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).

(3) 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).

(4) 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).

(5) 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).

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.