Katz Andrew S Form 4/A October 24, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB 3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires:

5. Relationship of Reporting Person(s) to

Estimated average

2005

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

1(b).

Katz Andrew S			Symbol interclick, inc. [ICKL]				9	Issuer (Check all applicable)			
(Last)  11 WEST 1  FLOOR	(M	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2011					Director 10% Owner X_ Officer (give title Other (specify below) CHIEF TECHNOLOGY OFFICER				
NEW YOR	Fil	4. If Amendment, Date Original Filed(Month/Day/Year) 05/20/2011				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I -	Non-D	erivative S	ecuri	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Co 'Year) (In		4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$0.001	03/21/2011		A	A	30,000 (7)	A	\$ 0	72,625	D		
Common Stock, par value \$0.001	05/18/2011		(	C	20,000	A	\$ 2	92,625 (1)	D		
Common Stock, par value \$0.001	05/18/2011		(	C	833	A	\$ 4.5	93,458	I (2)	See footnote 2	

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Common Stock, par value \$0.001	05/18/2011	С	833	A	\$ 4	94,291	I (3)	See footnote 3
Common Stock, par value \$0.001	05/18/2011	S	18,700	D	\$ 7	75,591	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7	75,391	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7.05	75,191	D	
Common Stock, par value \$0.001	05/18/2011	S	900	D	\$ 7.06	74,291	D	
Common Stock, par value \$0.001	05/18/2011	S	319	D	\$ 7.01	75,972	I (4)	See footnote 4
Common Stock, par value \$0.001	05/18/2011	S	1,347	D	\$ 7.01	72,625	I (5)	See footnote 5
Common Stock, par value \$0.001	05/19/2011	S	1,100	D	\$ 7	71,525	D	
Common Stock, par value \$0.001	05/19/2011	C	1,100	A	\$ 2	72,625	D	
Common Stock, par value \$0.001	05/20/2011	С	400	A	\$ 2	73,025	D	
Common Stock, par value \$0.001	05/20/2011	S	400	D	\$ 6.95	72,625	D	
	05/20/2011	C	100	A	\$ 2	72,725	D	

Common Stock, par value \$0.001							
Common Stock, par value \$0.001	05/20/2011	S	100	D	\$ 6.97	72,625	D
Common Stock, par value \$0.001	05/20/2011	С	200	A	\$ 2	72,825	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.97	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	5,115	A	\$ 2	77,740	D
Common Stock, par value \$0.001	05/20/2011	S	5,115	D	\$ 6.87	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	200	A	\$ 2	72,825	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.87	72,625	D
Common Stock, par value \$0.001	05/20/2011	С	300	A	\$ 2	72,995	D
Common Stock, par value \$0.001	05/20/2011	S	300	D	\$ 6.88	72,625	D
Common Stock, par value \$0.001	05/20/2011	С	1,100	A	\$ 2	73,725	D
	05/20/2011	S	1,100	D	\$ 6.9	72,625	D

Common Stock, par value \$0.001

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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 Options	\$ 2	05/18/2011		С		20,000	09/21/2009	09/21/2012	Common Stock, par value \$0.001	20,000
Stock Options	\$ 4.5	05/18/2011		С		833	02/12/2011	02/12/2015	Common Stock, par value \$0.001	833
Stock Options	\$ 4	05/18/2011		С		833	09/28/2010	09/28/2014	Common Stock, par value \$0.001	833
Stock Options	\$ 2	05/19/2011		С		1,100	09/21/2009	09/21/2012	Common Stock, par value \$0.001	1,100
Stock Options	\$ 2	05/20/2011		С		700	09/21/2009	09/21/2012	Common Stock, par value \$0.001	700
Stock Options	\$ 2	05/20/2011		С		3,200	09/21/2009	09/21/2012	Common Stock, par value	3,200

\$0.001

3,515

Stock Options \$ 2 05/20/2011 C 3,515 09/21/2010 09/21/2012 Common Stock, par value \$0.001

**Reporting Owners** 

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Katz Andrew S 11 WEST 19TH STREET 10TH FLOOR NEW YORK, NY 10011

CHIEF TECHNOLOGY OFFICER

**Signatures** 

Andrew Katz 10/24/2011

\*\*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) Includes 12,306 shares which are subject to certain vesting restrictions
- (2) The reporting person has a pecuniary interest in the 833 shares acquired by Julie Locke as a result Ms. Locke's exercise of options . Ms. Locke shares the same household as the reporting person.
- (3) The reporting person has a pecuniary interest in the 833 shares acquired by Julie Locke as a result of Ms. Locke's exercise of options. Ms. Locke shares the same household as the reporting person.
- (4) The reporting person has a pecuniary interest in the 319 shares held by Julie Locke, who shares the same household as the reporting person.
- (5) The reporting person has a pecuniary interest in 1,347 shares held by Julie Locke, who shares the same household as the reporting person.
- (6) Includes options held by Julie Locke, who shares the same household as the reporting person.
- (7) Represents a grant of common stock, which will vest in equal portions annually over a period of three years.

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.

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