

Mathews Michael
Form 4
December 14, 2011

FORM 4

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

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

**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
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(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)

☒ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/14/2011		U		235,000 (1)	D	\$ 9 0
Common Stock	12/14/2011		D		10,000 (2)	D	\$ 9 0

Grantor
Retained
Annuity
Trust
dated
March 25,
2011

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

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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).

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- 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).
- (1)
- (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).
- 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).
- (3)
- 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).
- (4)
- 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).
- (5)

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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