

interCLICK, Inc.
Form 10-Q
August 16, 2010
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended June 30, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-34523

interCLICK, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

01-0692341
(I.R.S. Employer
Identification No.)

11 West 19th Street, 10th Floor, New York, NY
(Address of principal executive offices)

10011
(Zip Code)

Registrant's telephone number: (646) 722-6260

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

| Class | Outstanding at August 9, 2010 |
|---|-------------------------------|
| Common Stock, \$0.001 par value per share | 23,798,585 shares |

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

INTERCLICK, INC. AND SUBSIDIARY
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INTERCLICK, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED BALANCE SHEETS

| | June 30, 2010 (Unaudited) | December 31, 2009 (See Note 1) |
|---|------------------------------|--------------------------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 9,922,770 | \$ 12,653,958 |
| Restricted cash | 997,390 | - |
| Accounts receivable, net of allowance of \$210,172 and \$383,188, respectively | 21,806,995 | 21,631,305 |
| Credit facility reserve | 556,889 | 1,052,167 |
| Deferred taxes, current portion | 936,649 | 955,471 |
| Income tax receivable | 497,798 | - |
| Prepaid expenses and other current assets | 321,781 | 367,183 |
| Total current assets | 35,040,272 | 36,660,084 |
| Restricted cash | 295,570 | - |
| Property and equipment, net of accumulated depreciation of \$917,644 and \$597,288, respectively | 1,821,142 | 988,899 |
| Intangible assets, net of accumulated amortization of \$988,350 and \$909,350, respectively | 342,333 | 421,333 |
| Goodwill | 7,909,571 | 7,909,571 |
| Investment in available-for-sale marketable securities | 225,394 | 715,608 |
| Deferred debt issue costs, net of accumulated amortization of \$40,000 and \$35,028, respectively | - | 4,972 |
| Deferred taxes, net of current portion | 2,695,009 | 2,579,568 |
| Other assets | 207,573 | 192,179 |
| Total assets | \$ 48,536,864 | \$ 49,472,214 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 10,492,210 | \$ 10,934,236 |
| Accrued expenses (includes accrued compensation of \$1,930,278 and \$2,241,731, respectively) | 2,492,005 | 3,164,044 |
| Credit facility payable | 2,784,443 | 5,260,834 |
| Obligations under capital leases, current portion | 331,909 | 161,940 |
| Deferred rent, current portion (includes cease use liability of \$108,338 at June 30, 2010) | 118,546 | 3,508 |
| Income taxes payable | - | 515,306 |
| Warrant derivative liability | - | 69,258 |
| Total current liabilities | 16,219,113 | 20,109,126 |
| Obligations under capital leases, net of current portion | 595,886 | 338,562 |
| Deferred rent (includes cease use liability of \$345,802 at June 30, 2010) | 577,157 | 83,823 |
| Total liabilities | 17,392,156 | 20,531,511 |

Commitments and contingencies - See Note 8

Stockholders' equity:

| | | |
|---|---------------|---------------|
| Preferred stock, \$0.001 par value; 10,000,000 shares authorized, zero shares issued and outstanding | - | - |
| Common stock, \$0.001 par value; 140,000,000 shares authorized, 23,798,585 and 23,632,707 issued and outstanding, respectively | 23,799 | 23,633 |
| Additional paid-in capital | 44,327,775 | 42,229,293 |
| Accumulated other comprehensive loss | (20,427) | - |
| Accumulated deficit | (13,186,439) | (13,312,223) |
| Total stockholders' equity | 31,144,708 | 28,940,703 |
| Total liabilities and stockholders' equity | \$ 48,536,864 | \$ 49,472,214 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

INTERCLICK, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

| | For the Three Months Ended June 30, 2010 | For the Three Months Ended June 30, 2009 | For the Six Months Ended June 30, 2010 | For the Six Months Ended June 30, 2009 |
|--|---|---|--|--|
| Revenues | \$ 21,659,883 | \$ 10,648,686 | \$ 35,861,740 | \$ 19,071,977 |
| Cost of revenues | 12,034,487 | 5,882,655 | 19,853,668 | 10,356,934 |
| Gross profit | 9,625,396 | 4,766,031 | 16,008,072 | 8,715,043 |
| Operating expenses: | | | | |
| General and administrative | 3,873,745 | 2,895,717 | 7,104,273 | 4,573,382 |
| Sales and marketing | 3,087,183 | 1,734,921 | 5,203,897 | 3,151,443 |
| Technology support | 1,419,362 | 797,552 | 2,758,940 | 1,381,883 |
| Amortization of intangible assets | 39,500 | 49,760 | 79,000 | 99,520 |
| Total operating expenses | 8,419,790 | 5,477,950 | 15,146,110 | 9,206,228 |
| Operating income (loss) from continuing operations | 1,205,606 | (711,919) | 861,962 | (491,185) |
| Other income (expense): | | | | |
| Interest income | 8,151 | - | 17,019 | 12 |
| Warrant derivative liability income (expense) | (272) | (159,294) | 21,413 | (232,061) |
| Loss on sale of available-for-sale securities | - | (36,349) | - | (36,349) |
| Other than temporary impairment of available-for-sale securities | - | - | (458,538) | - |
| Interest expense | (74,537) | (126,681) | (176,946) | (240,273) |
| Total other expense | (66,658) | (322,324) | (597,052) | (508,671) |
| Income (loss) from continuing operations before income taxes | 1,138,948 | (1,034,243) | 264,910 | (999,856) |
| Income tax expense | (1,218,234) | - | (139,126) | - |
| Income (loss) from continuing operations | (79,286) | (1,034,243) | 125,784 | (999,856) |
| Discontinued operations: | | | | |
| Loss on sale of discontinued operations, net of income taxes | - | - | - | (1,220) |
| Loss from discontinued operations | - | - | - | (1,220) |
| Net income (loss) | (79,286) | (1,034,243) | 125,784 | (1,001,076) |
| Other comprehensive loss: | | | | |
| Unrealized loss on available-for-sale securities | (20,427) | (899,999) | (478,965) | (899,999) |

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Reclassification adjustments for losses included in net income (loss):

| | | | | |
|--|----------|-----------|----------|-----------|
| Loss on sale of available-for-sale securities | - | 36,349 | - | 36,349 |
| Other than temporary impairment of available-for-sale securities | - | - | 458,538 | - |
| Total other comprehensive loss | (20,427) | (863,650) | (20,427) | (863,650) |

| | | | | |
|-----------------------------|-------------|----------------|------------|----------------|
| Comprehensive income (loss) | \$ (99,713) | \$ (1,897,893) | \$ 105,357 | \$ (1,864,726) |
|-----------------------------|-------------|----------------|------------|----------------|

Basic earnings (loss) per share:

| | | | | |
|-------------------------|------|-----------|---------|-----------|
| Continuing operations | \$ - | \$ (0.05) | \$ 0.01 | \$ (0.05) |
| Discontinued operations | - | - | - | - |
| Net income | \$ - | \$ (0.05) | \$ 0.01 | \$ (0.05) |

Diluted earnings (loss) per share:

| | | | | |
|-------------------------|------|-----------|---------|-----------|
| Continuing operations | \$ - | \$ (0.05) | \$ 0.01 | \$ (0.05) |
| Discontinued operations | - | - | - | - |
| Net income | \$ - | \$ (0.05) | \$ 0.01 | \$ (0.05) |

| | | | | |
|--|------------|------------|------------|------------|
| Weighted average number of common shares - basic | 23,683,252 | 19,164,950 | 23,646,178 | 19,044,443 |
| Weighted average number of common shares - diluted | 23,683,252 | 19,164,950 | 24,820,111 | 19,044,443 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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INTERCLICK, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2010
(Unaudited)

| | Common Stock Shares | Common Stock Amount | Additional Paid-In Capital | Accumulated Other Comprehensive Loss | Accumulated Deficit | Total Stockholders' Equity |
|--|------------------------|------------------------|----------------------------------|---|------------------------|----------------------------------|
| Balance, January 1, 2010 | 23,632,707 | \$ 23,633 | \$ 42,229,293 | \$ - | \$ (13,312,223) | \$ 28,940,703 |
| Stock-based compensation | - | - | 1,822,070 | - | - | 1,822,070 |
| Issuances of restricted shares | 10,100 | 10 | (10) | - | - | - |
| Issuance of common shares for stock options and warrants exercised | 155,778 | 156 | 228,576 | - | - | 228,732 |
| Reclassification of warrant derivative liability to equity upon expiration of price protection | - | - | 47,846 | - | - | 47,846 |
| Unrealized loss on available-for-sale securities | - | - | - | (478,965) | - | (478,965) |
| Other than temporary impairment on available-for-sale securities | - | - | - | 458,538 | - | 458,538 |
| Net income | - | - | - | - | 125,784 | 125,784 |
| Balance, June 30, 2010 | 23,798,585 | \$ 23,799 | \$ 44,327,775 | \$ (20,427) | \$ (13,186,439) | \$ 31,144,708 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

INTERCLICK, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

| | For the Six Months Ended June 30, 2010 | For the Six Months Ended June 30, 2009 |
|---|--|--|
| Cash flows from operating activities: | | |
| Net income (loss) | \$ 125,784 | \$ (1,001,076) |
| Add back loss from discontinued operations, net | - | 1,220 |
| Income (loss) from continuing operations | 125,784 | (999,856) |
| Adjustments to reconcile net income (loss) from continuing operations to net cash provided by (used in) operating activities: | | |
| Stock-based compensation | 1,822,070 | 1,353,743 |
| Other than temporary impairment of available-for-sale securities | 458,538 | - |
| Depreciation of property and equipment | 320,356 | 147,364 |
| Amortization of intangible assets | 79,000 | 99,520 |
| Amortization of debt issue costs | 4,972 | 21,583 |
| Changes in deferred tax assets | (594,417) | - |
| Provision for bad debts | (140,077) | (160,392) |
| Change in warrant derivative liability | (21,413) | 232,061 |
| Loss on available-for-sale securities | - | 36,349 |
| Amortization of debt discount | - | 500 |
| Changes in operating assets and liabilities: | | |
| Increase in accounts receivable | (35,613) | (2,968,432) |
| Decrease (increase) in prepaid expenses and other current assets | 45,402 | (107,523) |
| Increase in other assets | (15,394) | - |
| (Decrease) increase in accounts payable | (442,026) | 1,083,434 |
| (Decrease) increase in accrued expenses | (672,039) | 426,392 |
| Increase in deferred rent | 525,302 | 11,257 |
| Decrease in income taxes payable | (515,306) | - |
| Increase in accrued interest | - | 1,346 |
| Net cash provided by (used in) operating activities | 945,139 | (822,654) |
| Cash flows from investing activities: | | |
| Proceeds from sale of available-for-sale securities | 11,250 | 21,429 |
| Increase in restricted cash | (1,292,960) | - |
| Purchases of property and equipment | (573,929) | (73,883) |
| Net cash used in investing activities | (1,855,639) | (52,454) |
| Cash flows from financing activities: | | |
| Proceeds from common stock and warrants issued for cash | - | 2,257,000 |
| Proceeds from stock options and warrants exercised | 228,732 | - |
| (Repayments to) proceeds from credit facility, net | (1,981,113) | 1,574,859 |
| Principal payments on notes payable | - | (100,000) |
| Principal payments on capital leases | (68,307) | (5,636) |
| Net cash (used in) provided by financing activities | (1,820,688) | 3,726,223 |

| | | |
|--|--------------|--------------|
| Cash flows from discontinued operations: | | |
| Cash flows from investing activities-divestiture | - | (250,000) |
| Net cash used in discontinued operations | - | (250,000) |
| Net (decrease) increase in cash and cash equivalents | (2,731,188) | 2,601,115 |
| Cash and cash equivalents at beginning of period | 12,653,958 | 183,871 |
| Cash and cash equivalents at end of period | \$ 9,922,770 | \$ 2,784,986 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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INTERCLICK, INC. AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

| | For the Six Months Ended June 30, 2010 | For the Six Months Ended June 30, 2009 |
|--|--|--|
| Supplemental disclosure of cash flow information: | | |
| Interest paid | \$ 203,191 | \$ 192,267 |
| Income taxes paid | \$ 1,219,583 | \$ - |
| Non-cash investing and financing activities: | | |
| Property and equipment acquired through capitalized leases | \$ 495,600 | \$ - |
| Leasehold improvements increased for deferred rent | \$ 83,070 | \$ - |
| Reclassification of warrant derivative liability to equity upon expiration of price protection | \$ 47,846 | \$ - |
| Unrealized loss on available-for-sale securities | \$ 20,427 | \$ 863,650 |
| Issuance of common stock to eliminate or modify price protection for warrants | \$ - | \$ 508,497 |
| Issuance of common stock for services to be rendered | \$ - | \$ 170,500 |
| Issuance of common stock to pay accrued interest payable | \$ - | \$ 13,266 |
| Issuance of common stock to extend debt maturity date | \$ - | \$ 12,000 |

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

INTERCLICK, INC. AND SUBSIDIARY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010
(Unaudited)

Note 1. Nature of Operations

Overview

interCLICK, Inc. (the “Company”, or “interCLICK”) was formed in Delaware on March 4, 2002 under the name Outsiders Entertainment, Inc.

On August 28, 2007, the Company closed an Agreement and Plan of Merger and Reorganization (the “CAN Merger Agreement”) and acquired Customer Acquisition Network, Inc. (“CAN”), a privately-held corporation formed in Delaware on June 14, 2007. In connection with this acquisition, the Company changed its name to Customer Acquisition Network Holdings, Inc. On June 25, 2008, the Company changed its name to interCLICK, Inc.

On August 31, 2007, the Company closed an Agreement and Plan of Merger (the “Desktop Merger”), wherein the Company acquired Desktop Interactive, Inc. (“Desktop Interactive”), a privately-held Delaware corporation engaged in the Internet advertising business. Desktop Interactive merged with and into Desktop Acquisition Sub, Inc. (“Desktop”), a wholly-owned subsidiary of the Company. Desktop was the surviving corporation. Desktop was formed in Delaware on August 24, 2007.

interCLICK is an audience intelligence and targeting company, developing and executing data-driven campaign strategies for major digital agencies and marketers. Fueled by its proprietary software and sophisticated approach to managing its supply chain, the Company empowers its clients to reach desirable audiences efficiently, in brand-safe environments, and at tremendous scale. Virtually all of the Company’s revenues are generated in the United States.

On January 4, 2008, the Company closed an Agreement and Plan of Merger (the “Options Merger”), wherein the Company acquired Options Newsletter, Inc. (“Options Newsletter”). Options Newsletter merged with and into Options Acquisition Sub, Inc. (“Options Acquisition”), a wholly-owned subsidiary of the Company. Options Acquisition was the surviving corporation. On June 23, 2008, Options Acquisition was sold to Options Media Group Holdings, Inc (“OPMG”).

Basis of Presentation

The interim condensed consolidated financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). In the opinion of the Company’s management, all adjustments (consisting of normal recurring adjustments and reclassifications and non-recurring adjustments) necessary to present fairly our results of operations for the three and six months ended June 30, 2010 and 2009, our cash flows for the six months ended June 30, 2010 and 2009 and our financial position as of June 30, 2010, have been made. The results of operations for such interim periods are not necessarily indicative of the operating results to be expected for the full year.

Certain information and disclosures normally included in the notes to the annual consolidated financial statements have been condensed or omitted from these interim consolidated financial statements. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as filed with the SEC on March 31, 2010. The December 31, 2009 balance sheet is derived from those statements.

All references to outstanding shares, options, warrants and per share information have been adjusted to give effect to the one-for-two reverse stock split effective October 23, 2009.

The Company is particularly sensitive to seasonality given that the majority of its revenues are tied to CPM (cost-per-thousand) campaigns, which are strongest in the fourth quarter and weakest in the first quarter. While not necessarily indicative of future seasonality, the Company's revenue mix in 2009 was as follows: 15.2% in the first quarter, 19.3% in the second quarter, 26.1% in the third quarter, and 39.4% in the fourth quarter.

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INTERCLICK, INC. AND SUBSIDIARY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010
(Unaudited)

Note 2. Significant Accounting Policies

Use of Estimates

Our unaudited condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of our unaudited condensed consolidated financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our unaudited condensed consolidated financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management’s judgment in its application. There are also areas in which management’s judgment in selecting any available alternative would not produce a materially different result. Significant estimates include the valuation of accounts receivable and allowance for doubtful accounts, estimates of depreciable lives and valuation of property and equipment, valuation and amortization periods of intangible assets and deferred costs, valuation of goodwill, valuation of discounts on debt, valuation of derivatives, valuation of investment in available-for-sale securities, valuation of shares of common stock, options and warrants granted for services or recorded as debt discounts or other non-cash purposes, the valuation allowance on deferred tax assets, and estimates of the tax effects of the sale of a subsidiary.

Principles of Consolidation

The consolidated financial statements include the accounts of interCLICK, Inc. and its wholly-owned subsidiary and Options Newsletter through its sale date. All significant inter-company balances and transactions have been eliminated in consolidation. As a result of the Options Divestiture, the results of Options Newsletter are reported as “Discontinued Operations”.

Restricted Cash

Restricted cash represents amounts pledged as security for certain agreements with vendors. Upon satisfying the payment terms of the agreements, the funds are expected to be released and available for use by the Company.

In January 2010, the Company pledged a \$500,000, 3-month certificate of deposit, to a third party in connection with a service agreement. In April 2010 and July 2010, the certificate of deposit and the pledge were renewed for an additional three months.

In February 2010, the Company acquired \$495,600 of computer equipment under a capitalized lease agreement. In connection with the lease agreement, the Company’s banking institution issued an irrevocable 1-year standby letter of credit for the benefit of the leasing company. The Company opened a 14-month certificate of deposit, bearing 0.56% interest, maturing April 1, 2011, with its banking institution in the amount of \$495,600 and pledged that to the letter of credit. The Company shall consider the certificate of deposit and accrued interest as restricted cash until such letter of credit expires.

On March 11, 2010, the Company entered into a sub-lease agreement to relocate its New York City headquarters to a larger space, having 16,840 square feet. In connection with the lease agreement, the Company's banking institution issued an irrevocable 1-year standby letter of credit for the benefit of the landlord. The Company opened a 14-month certificate of deposit, bearing 0.70% interest, maturing March 27, 2011, with its banking institution in the amount of \$294,700 and pledged that to the letter of credit. Through the lease term, the Company is required to maintain a standby letter of credit for the benefit of the landlord. Accordingly, as of June 30, 2010, the Company has classified the certificate of deposit as restricted cash, a non-current asset.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is provided for on a straight-line basis over the estimated useful lives of the assets per the following table. Leasehold improvements are amortized over the lesser of their useful life or the lease term. Expenditures for additions and improvements are capitalized while repairs and maintenance are expensed as incurred.

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INTERCLICK, INC. AND SUBSIDIARY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010
(Unaudited)

| Category | Depreciation Term |
|------------------------|-------------------|
| Computer equipment | 3-5 years |
| Software | 3 years |
| Furniture and fixtures | 3-5 years |
| Office equipment | 3-5 years |
| Leasehold improvements | 5 years |

Fair Value Measurements

The Company has adopted the provisions of ASC Topic 820, "Fair Value Measurements and Disclosures". ASC Topic 820 defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements. Excluded from the scope of ASC Topic 820 are certain leasing transactions accounted for under ASC Topic 840, "Leases." The exclusion does not apply to fair value measurements of assets and liabilities recorded as a result of a lease transaction but measured pursuant to other pronouncements within the scope of ASC Topic 820.

Reclassifications

Certain amounts in the accompanying 2009 financial statements had been reclassified at December 31, 2009. In particular, bad debt expense is now included in general and administrative expenses. Merger, acquisition, and divestiture costs are now included in general and administrative expenses. Ad serving costs have been reclassified from general and administrative costs to cost of revenues. Whereas certain compensation costs (including stock-based compensation) had been included in sales and marketing expenses, a portion of these costs have been reclassified to either general and administrative expenses or technology support expenses. Deferred revenue is now included in accrued expenses. The following tables show the reclassifications to the condensed consolidated statements of operations for the three and six months ended June 30, 2009.

For the Three Months Ended June 30, 2009
Reclassifications

| | As Previously Reported | Bad Debt Expense | Merger, Acquisition, and Divestiture Costs | Ad Serving Costs | Compensation and Employee- Related Costs | As Reclassified |
|--|------------------------------|---------------------|--|---------------------|--|--------------------|
| Revenues | \$ 10,648,686 | | | | | \$ 10,648,686 |
| Cost of Revenue | 5,624,005 | | | \$ 258,650 | | 5,882,655 |
| Gross profit | 5,024,681 | | | | | 4,766,031 |
| Operating expenses: | | | | | | |
| General and administrative | 2,414,255 | \$ 47,375 | \$ 113,156 | (258,650) | \$ 579,581 | 2,895,717 |
| Sales and marketing | 2,691,096 | | | | (956,175) | 1,734,921 |
| Technology support | 420,958 | | | | 376,594 | 797,552 |
| Merger, acquisition and divestiture costs | 113,156 | | (113,156) | | | - |
| | 49,760 | | | | | 49,760 |

Amortization of intangible
assets

| | | | |
|--|--------------|----------|--------------|
| Baddebt expense | 47,375 | (47,375) | - |
| Total operating expenses | 5,736,600 | | 5,477,950 |
| Operating loss from continuing operations | \$ (711,919) | | \$ (711,919) |

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INTERCLICK, INC. AND SUBSIDIARY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010
(Unaudited)

For the Six Months Ended June 30, 2009

| | Reclassifications | | | | | |
|--|------------------------------|---------------------|--|------------------------|---|--------------------|
| | As Previously Reported | Bad Debt Expense | Merger, Acquisition, and Divestiture Costs | Ad Serving Costs | Compensation and Employee- Related Costs | As Reclassified |
| Revenues | \$ 19,071,977 | | | | | \$ 19,071,977 |
| Cost of Revenue | 10,064,603 | | | \$ 292,331 | | 10,356,934 |
| Gross profit | 9,007,374 | | | | | 8,715,043 |
| Operating expenses: | | | | | | |
| General and administrative | 3,894,487 | \$ (160,392) | \$ 178,535 | (292,331) | \$ 953,083 | 4,573,382 |
| Sales and marketing | 4,733,402 | | | | (1,581,959) | 3,151,443 |
| Technology support | 753,007 | | | | 628,876 | 1,381,883 |
| Merger, acquisition and divestiture costs | 178,535 | | (178,535) | | | - |
| Amortization of intangible assets | 99,520 | | | | | 99,520 |
| Baddebt expense | (160,392) | 160,392 | | | | - |
| Total operating expenses | 9,498,559 | | | | | 9,206,228 |
| Operating loss from continuing operations | \$ (491,185) | | | | | \$ (491,185) |

Discontinued Operations

On June 23, 2008, the Company completed the sale of its Options Acquisition subsidiary pursuant to an Agreement of Merger and Plan of Reorganization. The amounts associated with the sale of this subsidiary are reported as discontinued operations in the accompanying consolidated financial statements, in accordance with ASC Topic 820. In addition, certain allocable corporate expenses pertaining to Options Acquisition are also included in discontinued operations.

Accounting for Derivatives

The Company evaluates its options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815, "Derivatives and Hedging". The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liability at the fair value of the instrument on the reclassification date.

Codification Update

In January 2010, the FASB issued ASU 2010-06, “Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements”. This update provides amendments to Topic 820 to provide more robust disclosures about (1) the different classes of assets and liabilities measured at fair value, (2) the valuation techniques and inputs used, (3) the activity in Level 3 fair value measurements, and (4) the transfers between Levels 1, 2, and 3. The adoption of ASU 2010-06 did not have a material impact on the Company’s consolidated results of operations or financial condition.

In February 2010, the FASB issued ASU 2010-09, “Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements”. This update addresses both the interaction of the requirements of Topic 855, “Subsequent Events”, with the SEC’s reporting requirements and the intended breadth of the reissuance disclosures provision related to subsequent events (paragraph 855-10-50-4). The amendments in this update have the potential to change reporting by both private and public entities, however, the nature of the change may vary depending on facts and circumstances. The adoption of ASU 2010-09 did not have a material impact on the Company’s consolidated results of operations or financial condition.

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In April 2010, the FASB issued ASU No. 2010-13, "Compensation – Stock Compensation". This update clarified the classification of an employee share based payment award with an exercise price denominated in the currency of a market in which the underlying security trades. This update will be effective for the first fiscal quarter beginning after December 15, 2010, with early adoption permitted. The Company does not expect the provisions of ASU 2010-13 to have a material effect on the Company's consolidated results of operations or financial condition.

Note 3. Property and Equipment

Property and equipment consisted of the following at June 30, 2010 and December 31, 2009:

| | June 30, 2010 | December 31, 2009 |
|---------------------------|------------------|----------------------|
| Computerequipment | \$ 2,202,725 | \$ 1,433,461 |
| Furnitureandfixtures | 195,596 | 72,711 |
| Software | 144,258 | 57,572 |
| Leaseholdimprovements | 173,764 | - |
| Officeequipment | 22,443 | 22,443 |
| | 2,738,786 | 1,586,187 |
| Accumulateddepreciation | (917,644) | (597,288) |
| Propertyandequipment, net | \$ 1,821,142 | \$ 988,899 |

In February 2010, the Company acquired \$495,600 of computer equipment under a capitalized lease agreement. Property and equipment held under capitalized leases of \$1,015,965 and \$520,365 at June 30, 2010 and December 31, 2009, respectively, are included in computer equipment above.

Depreciation expense for the six months ended June 30, 2010 and 2009 was \$320,356 and \$147,364, of which \$78,976 and \$2,936, respectively, pertained to capitalized leases. Accumulated depreciation amounted to \$917,644 and \$597,288, of which \$96,128 and \$17,152 pertained to capitalized leases, as of June 30, 2010 and December 31, 2009, respectively.

Note 4. Intangible Assets

Intangible assets, which were all acquired from the Desktop business combination, consisted of the following at June 30, 2010 and December 31, 2009:

| | June 30, 2010 | December 31, 2009 |
|--------------------------|------------------|----------------------|
| Customer relationships | \$ 540,000 | \$ 540,000 |
| Developed technology | 790,000 | 790,000 |
| Domain name | 683 | 683 |
| | 1,330,683 | 1,330,683 |
| Accumulated amortization | (988,350) | (909,350) |
| Intangible assets, net | \$ 342,333 | \$ 421,333 |

Customer relationships are fully amortized and were amortized based upon the estimated percentage of annual or period projected cash flows generated by such relationships, to the total cash flows generated over the estimated three-year life of the customer relationships. Accordingly, this resulted in accelerated amortization in which the majority of costs were amortized during the two-year period following the acquisition date of the intangible.

Developed technology is being amortized on a straight-line basis over five years.

The domain name is fully amortized and was amortized over its remaining life of six months following the acquisition date of the intangible.

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The following is a schedule of estimated future amortization expense of intangible assets as of June 30, 2010:

| Year Ending December 31, | |
|--------------------------|------------|
| 2010 | \$ 79,000 |
| 2011 | 158,000 |
| 2012 | 105,333 |
| Total | \$ 342,333 |

Note 5. Investment in Available-For-Sale Marketable Securities

The following represents information about available-for sale securities held at June 30, 2010:

| Securities in loss positions more than 12 months | Amortized Cost Basis | Aggregate Unrealized losses | Aggregate Fair Value |
|---|-------------------------|--------------------------------|-------------------------|
| Options Media Group Holdings, Inc. ("OPMG") | \$ 245,821 | \$ 20,427 | \$ 225,394 |

The following represents information about available-for sale securities held at December 31, 2009:

| Securities in loss positions more than 12 months | Amortized Cost Basis | Aggregate Unrealized losses | Aggregate Fair Value |
|---|-------------------------|--------------------------------|-------------------------|
| Options Media Group Holdings, Inc. ("OPMG") | \$ 715,608 | \$ - | \$ 715,608 |

In May 2009, the Company sold 214,285 OPMG shares having a basis of \$57,778 for proceeds of \$21,429 resulting in a loss of \$36,349.

As of December 31, 2009, the Company concluded that OPMG's quoted market price was not a reliable basis to use for fair valuation because OPMG was too thinly traded and its stock price too volatile, and therefore did not reliably occur in an active market. Furthermore, attempting to sell a significant number of OPMG shares on the open market would not have been worthwhile because it would require interCLICK to trade many small blocks and pay broker commissions for each transaction. The Company therefore believed that a private transaction was among the most economically feasible ways to sell any portion of interCLICK's investment in OPMG. Accordingly, the Company applied Level 2 considerations to determine the market value using the best available evidence. The Company concluded that recent principal-to-principal (non-distressed) transactions – in November 2009 and January 2010 at \$0.10 per share – were appropriate valuation inputs to determine fair value of OPMG shares as of December 31, 2009.

In January 2010, the Company sold 112,500 OPMG shares having a basis of \$11,250 for proceeds of \$11,250 resulting in no gain or loss.

As of March 31, 2010, the Company determined that its investment in OPMG shares was other than temporarily impaired to \$0.0349 per share (from a basis of \$0.10 per share) and recognized an other than temporary impairment of \$458,538. This was based primarily on the extent and length of time over which the investment had been in a continuous loss position and the Company's belief that it is unlikely OPMG's stock price will increase significantly in the foreseeable future. Furthermore, the Company has not conducted any private sale transactions and has not received any offers to buy shares at any price. The Company may also attempt to sell some shares in the open market

in the near future.

During the first six months of 2010 and to date, OPMG has traded in an active market. Sufficient trading volume, the lack of principal-to-principal transactions to support a value higher than current market price, and the near-term potential of the Company selling OPMG shares in the open market support the use of a Level 1 input (market price) for the basis of fair value as of June 30, 2010. On such date, OPMG's closing market price was \$0.032 per share.

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As of June 30, 2010, the Company determined that its investment in OPMG was temporarily impaired due to the relatively short amount of time OPMG has traded under \$.0349. Thus, the Company valued its investment at \$225,394 as of June 30, 2010, and an unrealized loss of \$20,427 has been recognized in other comprehensive loss for the three and six months ended June 30, 2010.

Note 6. Credit Facility Agreement and Capital Lease Obligations

Credit Facility Agreement

On November 13, 2008, the Company entered into a revolving credit facility, in the form of an Accounts Receivable Financing Agreement (the "Agreement"), with Crestmark Commercial Capital Lending, LLC ("Crestmark") to finance certain eligible accounts receivable of the Company, as defined in the Agreement, up to a maximum credit line of \$3.5 million (subsequently increased to \$4.5 million on February 3, 2009, \$5.5 million on April 30, 2009, and to \$7.0 million on September 2, 2009), which would represent gross financed accounts receivable less a 20% reserve holdback by Crestmark. The Crestmark credit facility has an interest rate equal to prime plus 1.0% (overall interest rate of 4.25% at June 30, 2010) and is secured by all of the Company's assets except property and equipment financed elsewhere and the Company's investment in OPMG shares. In addition, the Company pays a monthly fee (initially 0.575% and decreased to 0.375% on September 2, 2009) per 30 days on each financed invoice amount until the invoice is paid. The Crestmark credit facility was for an initial term of six months expiring May 12, 2009 (extended on March 3, 2009 for one year to May 12, 2010) and effective May 12, 2010, either the Company or Crestmark may terminate the Agreement with 60 days prior written notice to the other party without being subject to any early termination fee. On July 12, 2010, the Company provided Crestmark with notification of termination of the Agreement effective September 10, 2010. The Company is in advanced discussions with another lender about establishing a replacement line of credit which would likely be secured by most of the Company's assets.

The balance due on the credit facility at June 30, 2010 was \$2,227,554, which is net of the 20% reserve of \$556,889 that is presented as Credit facility reserve, a current asset. The unused amount under the credit facility available to the Company at June 30, 2010 was \$4,772,446. The average monthly net balance due under the credit facility was \$1,813,231 and \$3,502,410 for the six months ended June 30, 2010 and 2009, respectively.

The following is a summary of accounts receivable financed as well as credit facility fees incurred for the three and six months ended June 30, 2010 and 2009:

| | For the Three Months Ended June 30, 2010 | For the Three Months Ended June 30, 2009 | For the Six Months Ended June 30, 2010 | For the Six Months Ended June 30, 2009 |
|-------------------------------|--|--|--|--|
| Accounts receivable financed | \$ 3,403,055 | \$ 9,134,370 | \$ 6,430,031 | \$ 15,708,010 |
| Credit facility fees incurred | \$ 56,639 | \$ 150,625 | \$ 151,134 | \$ 247,487 |

Capital Lease Obligations

In February 2010, the Company purchased computer equipment for \$495,600 through a capital lease agreement, bearing interest of 8.35%, payable in 12 quarterly installments of \$47,119.

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Capital lease obligations consisted of the following at June 30, 2010 and December 31, 2009:

| | June 30, 2010 | December 31, 2009 |
|---------------------------|---------------|----------------------|
| Capital lease obligations | \$ 927,795 | \$ 500,502 |
| Less: Current maturities | (331,909) | (161,940) |
| Amount due after one year | \$ 595,886 | \$ 338,562 |

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Note 7. Fair Value of Financial Instruments

The estimated fair value of certain financial instruments, including cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments.

The accounting standard for fair value measurements provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. Fair value is defined as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants on the measurement date. The accounting standard established a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

We classify assets and liabilities measured at fair value in their entirety based on the lowest level of input that is significant to their fair value measurement. Assets and liabilities measured at fair value on a recurring basis consisted of the following at June 30, 2010:

| | Total | Fair Value Measurements at | | | Total | Fair Value Measurements at | | |
|----------------------------------|------------|----------------------------|-----------|-----------|------------|----------------------------|------------|-----------|
| | Carrying | June 30, 2010 | | | Carrying | December 31, 2009 | | |
| | Value at | (Level 1) | (Level 2) | (Level 3) | Value at | (Level 1) | (Level 2) | (Level 3) |
| | June 30, | | | | December | | | |
| | 2010 | | | | 31, | | | |
| | | (Level 1) | (Level 2) | (Level 3) | 2009 | (Level 1) | (Level 2) | (Level 3) |
| Assets: | | | | | | | | |
| Investment in available-for-sale | | | | | | | | |
| marketable securities | \$ 225,394 | \$ 225,394 | \$ - | \$ - | \$ 715,608 | \$ - | \$ 715,608 | \$ - |
| Liabilities: | | | | | | | | |
| Warrant derivative | | | | | | | | |
| liability | \$ - | \$ - | \$ - | \$ - | \$ 69,258 | \$ - | \$ 69,258 | \$ - |

Unrealized gains (losses) recognized on the investment in available-for-sale marketable securities are included in other comprehensive income (loss) in the accompanying condensed consolidated statements of operations (See Note 5 for valuation methodology). Realized gains (losses) recognized on the investment in available-for-sale marketable securities are included in other income (expense) in the accompanying condensed consolidated statements of operations. Income (expense) recognized on the warrant derivative liability are included in other income (expense) in the accompanying condensed consolidated statements of operations.

The valuation technique of the investment in available-for-sale marketable securities changed during the three months ended March 31, 2010. At March 31, 2010, the Company began utilizing the closing share price of OPMG's stock (Level 1) in order to value the Company's remaining investment in OPMG shares. Previously, the Company had been utilizing recent sales prices in private transactions (Level 2) to value its investment in OPMG shares as management believed OPMG's quoted market price was not a reliable basis to use for fair valuation based on the conclusion that OPMG was too thinly traded and therefore did not reliably occur in an active market.

Note 8. Commitments and Contingencies

Operating Leases

In January 2010, the Company entered into a 16-month agreement for its Chicago office space with monthly rent of \$2,151 commencing February 1, 2010 with 3.0% escalation effective June 1, 2010.

In February 2010, the lease amendment for the Company's office space located in Boca Raton, Florida became effective upon completion of the improvements to the expansion premises. Accordingly, the Company moved into the expansion premises and agreed to (i) lease additional space for a period of 60 months, and (ii) extend the lease term of the original space to terminate the same time as the expanded space. Upon the expansion premises commencement date, the original premises monthly rent was adjusted to \$2,840 with 3.0% annual escalation and the expansion premises monthly rent was \$6,923 with 3.0% annual escalation. The landlord provided an allowance of \$83,070 for the improvements to the expansion premises as well as an abatement of rent for the first 14 months of the lease on the expansion premises. The leasehold improvements were recognized with an \$83,070 increase in property and equipment and a corresponding increase in deferred rent, both of which shall be amortized over the lease term.

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On February 22, 2010, the Company entered into a 5-year agreement, commencing June 1, 2010, for office space in Santa Monica, California bearing monthly rent of \$3,827 with an annual 3.0% escalation.

On March 11, 2010, the Company entered into a sub-lease agreement to relocate its New York City headquarters to a larger space, having 16,840 square feet. The new lease is for a term of 92 months commencing on May 1, 2010, bearing monthly rent of \$49,117 with an annual 2.5% escalation. In connection with the lease agreement, the Company's banking institution issued an irrevocable 1-year standby letter of credit for the benefit of the landlord. The Company opened a certificate of deposit with its banking institution in the amount of \$294,700 and pledged that to the letter of credit. Through the lease term, the Company is required to maintain a standby letter of credit for the benefit of the landlord. Accordingly, as of June 30, 2010, the Company has classified the certificate of deposit as restricted cash, a non-current asset.

The Company entered into an agreement to sublease the office space of its former New York City headquarters commencing May 1, 2010 for the remainder of the original lease term with monthly rent of \$16,717 with an annual 2.5% escalation. Accordingly, the Company recognized an early cease use liability of \$497,851 pertaining to the prior New York office space. The charge to operations for the establishment of the liability was offset by \$66,350 due to the elimination of deferred rent related to the former office space. The balance of the early cease use liability was \$454,140 at June 30, 2010, of which \$345,802 is long-term.

Minimum Fees

The Company is party to multi-year agreements with third parties whereby the Company is obligated to incur minimum fees of \$2,154,250 in 2010 and \$1,568,000 in 2011. Under the agreements, the Company has expensed \$873,947 in fees during the six months ended June 30, 2010.

Legal Matters

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of June 30, 2010, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of our operations.

There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

Note 9. Stockholders' Equity

Preferred Stock

The Company is authorized to issue up to 10,000,000 shares of preferred stock having a par value of \$0.001 per share, of which none was issued and outstanding at June 30, 2010 and December 31, 2009.

Common Stock

The Company is authorized to issue up to 140,000,000 shares of common stock having a par value of \$0.001 per share, of which 23,798,585 and 23,632,707 shares were issued and outstanding at June 30, 2010 and December 31,

2009, respectively.

During the six months ended June 30, 2010, proceeds of \$228,732 were received and an aggregate of 155,778 shares were issued as a result of stock option and warrant exercises.

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Stock Warrants

A summary of the Company's warrant activity during the six months ended June 30, 2010 is presented below:

| Warrants | Number of Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Aggregate Intrinsic Value |
|--|------------------|---------------------------------------|--|------------------------------|
| Balance Outstanding, December 31, 2009 | 1,286,809 | \$ 3.51 | | |
| Granted | 25,000 | \$ 4.44 | | |
| Exercised | (213,750) | \$ 2.80 | | |
| Forfeited | (60,000) | \$ 4.24 | | |
| Expired | (5,000) | \$ 11.14 | | |
| Balance Outstanding, June 30, 2010 | 1,033,059 | \$ 3.60 | 2.4 | \$ 459,224 |
| Exercisable, June 30, 2010 | 1,014,309 | \$ 3.58 | 2.4 | \$ 459,224 |

During 2010, 15,494 of the Company's warrants contained round-down protection (price protection), which caused the warrants to be treated as derivatives (see Note 7). In May 2010, price protection expired requiring \$47,846 of the warrant derivative liability to be reclassified to additional paid-in capital. Accordingly, the fair value of the warrant derivative liability was \$0 as of June 30, 2010 as shown in the accompanying condensed consolidated balance sheet. The change in fair value (taking into consideration the cumulative effect of the change in accounting principle adopted on January 1, 2009) of the warrant derivative liability of \$21,413 and (\$232,061) during the six months ended June 30, 2010 and 2009, respectively, has been recorded in the accompanying condensed consolidated statements of operations as warrant derivative liability income (expense).

Stock Incentive Plan and Stock Option Grants to Employees and Directors

In 2007, the Company adopted the 2007 Stock Incentive Plan (the "Plan") and the 2007 Incentive Stock and Award Plan (the "2007 Award Plan") that provide for the grant of shares of common stock and/or options to purchase shares of common stock to directors, employees and consultants. On June 11, 2010, the Company increased the number of shares of common stock eligible for grant under the 2007 Award Plan from 3,112,500 to 4,512,500 shares.

During the six months ended June 30, 2010, the Company granted 529,000 stock options, all of which were under the 2007 Award Plan, at various exercise prices ranging from \$3.68 to \$5.46 per share. The options vest pro rata over three to four years; all options expire five years from the grant date.

The total fair value of stock options granted to employees during the six months ended June 30, 2010 was \$1,634,023, which is being recognized over the respective vesting periods. During the six months ended June 30, 2010 and 2009, the Company recorded compensation expense of \$1,659,872 and \$1,334,630, respectively, in connection with employee stock options.

As of June 30, 2010, 1,437,983 shares were remaining under the 2007 Award Plan for future issuance.

The Company estimates the fair value of share-based compensation utilizing the Black-Scholes option pricing model, which is dependent upon several variables such as the expected option term, expected volatility of our stock price over the expected term, expected risk-free interest rate over the expected option term, expected dividend yield rate over the expected option term, and an estimate of expected forfeiture rates. The Company believes this valuation methodology is appropriate for estimating the fair value of stock options granted to employees and directors which are subject to ASC Topic 718 requirements. These amounts are estimates and thus may not be reflective of actual future results, nor amounts ultimately realized by recipients of these grants. The Company recognizes compensation on a straight-line basis over the requisite service period for each award. The following table summarizes the assumptions the Company utilized to record compensation expense for stock options granted during the six months ended June 30, 2010 and 2009:

| Assumptions | For the Six Months Ended June 30, 2010 | For the Six Months Ended June 30, 2009 |
|-----------------------------|--|--|
| Expected life (years) | 3.5 - 3.75 | 5.0 |
| Expected volatility | 102.6% - 110.1% | 117.2% - 121.4% |
| Weighted-average volatility | 107.4% | 120.5% |
| Risk-free interest rate | 2.02% - 2.69% | 1.89% - 2.86% |
| Dividend yield | 0.00% | 0.00% |
| Expected forfeiture rate | 8.7% | 2.8% |

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For stock options issued through September 30, 2009, the expected life is based on the contractual term. Thereafter, the Company utilized the simplified method to estimate the expected life for stock options granted to employees. The simplified method was used as the Company does not have sufficient historical data regarding stock option exercises. The expected volatility is based on historical volatility. The risk-free interest rate is based on the U.S. Treasury yields with terms equivalent to the expected life of the related option at the time of the grant. Dividend yield is based on historical trends. While the Company believes these estimates are reasonable, the compensation expense recorded would increase if the expected life was increased, a higher expected volatility was used, or if the expected dividend yield increased.

A summary of the Company's stock option activity for employees and directors during the six months ended June 30, 2010 is presented below:

| Options | Number of Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Aggregate Intrinsic Value |
|--|------------------|---------------------------------------|--|------------------------------|
| Balance Outstanding, December 31, 2009 | 4,994,167 | \$ 2.69 | | |
| Granted | 529,000 | \$ 4.42 | | |
| Exercised | (43,333) | \$ 2.05 | | |
| Forfeited | (234,375) | \$ 3.24 | | |
| Expired | - | \$ - | | |
| Balance Outstanding, June 30, 2010 | 5,245,459 | \$ 2.85 | 3.5 | \$ 5,411,505 |
| Expected to vest, June 30, 2010 | 5,081,854 | \$ 2.82 | 3.4 | \$ 5,333,440 |
| Exercisable, June 30, 2010 | 2,202,220 | \$ 2.18 | 2.8 | \$ 3,306,200 |

The weighted-average grant-date fair value of options granted to employees during the six months ended June 30, 2010 and 2009 was \$3.09 and \$1.98, respectively. The total intrinsic value of options exercised by employees during the six months ended June 30, 2010 and 2009 was \$136,749 and \$0, respectively.

Nonvested Common Stock Grants to Employees

On January 25, 2010, the Company granted an aggregate of 7,600 restricted shares of common stock having a fair value of \$39,596 (based on a quoted trading price of \$5.21 per share) to employees. The shares were issued under the 2007 Award Plan and vest annually over a two-year period, subject to continued employment by the Company.

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During the six months ended June 30, 2010 and 2009, the Company recognized an aggregate amount of \$58,327 and \$4,931 of stock-based compensation for nonvested shares of common stock issued to employees.

| Nonvested Shares | Number of Shares | Weighted Average Grant Date Fair Value |
|--------------------------------|---------------------|--|
| Nonvested at December 31, 2009 | 73,594 | \$ 4.21 |
| Granted | 7,600 | \$ 5.21 |
| Vested | (13,516) | \$ 3.29 |
| Forfeited | - | \$ - |
| Nonvested at June 30, 2010 | 67,678 | \$ 4.51 |

The total fair value of shares vested to employees during the six months ended June 30, 2010 was \$56,420.

As of June 30, 2010, there was \$7,056,996 of total unrecognized compensation costs related to nonvested share-based compensation arrangements. That cost is expected to be recognized over a weighted-average period of 1.3 years.

Other Stock-Based Awards to Nonemployees

On April 15, 2010, as part of a one-year consulting agreement, the Company granted warrants to purchase an aggregate of 25,000 shares of common stock having a fair value of \$72,000 to a consultant for services to be rendered. The warrants have an exercise price of \$4.44 per share, were not part of the 2007 Award Plan, vest in equal increments quarterly over a one-year period commencing June 30, 2010, and expire three years from the grant date. As these warrants were issued to nonemployees, the fair value was recalculated at June 30, 2010 at \$52,750 and, accordingly, \$22,945 was recognized as stock-based compensation during the three months ended June 30, 2010. The warrants shall be revalued and expensed in a similar manner in each subsequent reporting period during the consultant's one-year service term.

During the six months ended June 30, 2010 and 2009, the Company recognized an aggregate amount of \$103,871 and \$14,182 of stock-based compensation for stock options, stock warrants and common shares issued to nonemployees.

Note 10. Net Earnings (Loss) per Share

Basic earnings (loss) per share are computed using the weighted average number of shares of common stock outstanding during the period. Diluted earnings (loss) per share are computed using the weighted average number of common shares and potentially dilutive securities outstanding during the period. Potentially dilutive securities consist of the incremental shares of common stock issuable upon exercise of stock options and warrants (using the treasury stock method) as well as nonvested shares of common stock and convertible debt. The options, warrants and nonvested shares are considered to be common stock equivalents and are only included in the calculation of diluted earnings per common share when their effect is dilutive. Potentially dilutive securities are excluded from the computation if their effect is anti-dilutive.

Components of basic and diluted earnings per share for the six months ended June 30, 2010 was as follows:

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| | For the Six Months Ended June 30, 2010 | | |
|--|--|-------------------------|---------------------|
| | Income (Numerator) | Shares (Denominator) | Per-Share Amount |
| Net income | \$ 125,784 | | |
| Basic EPS | | | |
| Income available to common stockholders | \$ 125,784 | 23,646,178 | \$ 0.01 |
| Effect of Dilutive Securities | | | |
| Stock options | - | 919,708 | |
| Stock warrants | - | 241,817 | |
| Nonvested shares | - | 12,408 | |
| Diluted EPS | | | |
| Income available to common stockholders + assumed conversions | \$ 125,784 | 24,820,111 | \$ 0.01 |

Options to purchase 5,395,459 and 1,781,500 shares of common stock and warrants to purchase 1,033,059 and 198,750 shares of common stock were outstanding during the three and six months ended June 30, 2010, respectively, but were not included in the computation of diluted earnings per share because the effects would have been anti-dilutive. In addition, 67,678 nonvested shares were not included in the computation of diluted earnings per share for the three months ended June 30, 2010, because the number of shares assumed purchased (calculated using the compensation cost attributed to future services and not yet recognized) under the treasury stock method exceeds the number of shares that would be issued.

Options to purchase 4,053,750 common shares, warrants to purchase 1,126,025 common shares, 24,610 nonvested common shares and \$100,000 of convertible debt were outstanding during the three and six months ended June 30, 2009, but were not included in the computation of diluted loss per share because the effects would have been anti-dilutive. The options and warrants are considered to be common stock equivalents and are only included in the calculation of diluted earnings per common share when their effect is dilutive.

Note 11. Income Taxes

The Company files a consolidated U.S. income tax return that includes its U.S. subsidiary. The Company also files state income tax returns in California, Florida, Illinois, New York and Texas. The Company has recorded an income tax provision for the six months ended June 30, 2010 of \$139,126. The tax provision is based on the Company's estimate of the effective tax rate expected to be applicable for the full year. The effective tax rate of 52.5% for the six months ended June 30, 2010 differs from the statutory rate principally because of state income taxes, a valuation allowance established on capital loss carryforwards and other non deductible expenses. The effective rate is based on the Company's best estimate of projected income through the end of the year, in which the first quarter is typically seasonally weakest and the fourth quarter is expected to be seasonally strongest (see Note 1).

Note 12. Concentrations

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk consist of cash and cash equivalents and accounts receivable. Cash and cash equivalents are deposited in the local currency in various financial institutions in the United States. The balance, at any given time, may exceed Federal Deposit Insurance Corporation insurance limits. As of June 30, 2010 and December 31, 2009, there was approximately \$11,175,000 and \$13,336,000, respectively, in excess of insurable limits.

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INTERCLICK, INC. AND SUBSIDIARY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2010
(Unaudited)

Concentration of Revenues, Accounts Receivable and Publisher Expense

For the three and six months ended June 30, 2010 and 2009, the Company had significant customers with individual percentage of total revenues equaling 10% or greater as follows:

| | For the Three Months Ended June 30, 2010 | For the Three Months Ended June 30, 2009 | For the Six Months Ended June 30, 2010 | For the Six Months Ended June 30, 2009 |
|----------|--|--|--|--|
| Customer | 10.9% | 0.0% | 11.1% | 0.0% |
| Customer | 0.0% | 0.0% | 11.3% | 0.0% |
| Customer | 0.0% | 0.0% | 0.0% | 12.3% |
| Totals | 10.9% | 0.0% | 22.4% | 12.3% |

At June 30, 2010 and December 31, 2009, concentration of accounts receivable with significant customers representing 10% or greater of accounts receivable was as follows:

| | June 30, 2010 | December 31, 2009 |
|----------|------------------|----------------------|
| Customer | 11.5% | 17.9% |
| Customer | 10.5% | 0.0% |
| Totals | 22.0% | 17.9% |

For the three and six months ended June 30, 2010 and 2009, the Company made significant purchases of advertising impressions from publishers with individual percentage of total publisher expense (included in cost of revenues) equaling 10% or greater as follows:

| | For the Three Months Ended June 30, 2010 | For the Three Months Ended June 30, 2009 | For the Six Months Ended June 30, 2010 | For the Six Months Ended June 30, 2009 |
|-----------|--|--|--|--|
| Publisher | 33.9% | 22.5% | 30.5% | 19.0% |
| Totals | 33.9% | 22.5% | 30.5% | 19.0% |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this report. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to those set forth under "Risk Factors" in our Form 10-K for the year ended December 31, 2009.

This following discussion and analysis includes both financial measures in accordance with GAAP, as well as a non-GAAP financial measure, EBITDA. EBITDA represents operating income or loss before interest, taxes, depreciation and amortization, including stock-based compensation. EBITDA should be viewed as supplemental to, and not as an alternative for, net income or loss, income or loss from operations or any other measure for determining operating performance or liquidity, as determined under GAAP. We have included a reconciliation of our non-GAAP financial measure to net income. See pages 24 and 27 of this report.

EBITDA is used by our management as an additional measure of our performance for purposes of business decision-making, including developing budgets and managing expenditures. Period-to-period comparisons of EBITDA helps our management identify additional trends in our financial results that may not be shown solely by period-to-period comparisons of income or loss, or income or loss from operations. Our management recognizes that EBITDA has inherent limitations because of the excluded items, particularly those items that are recurring in nature.

We believe that the presentation of EBITDA is useful to investors in their analysis of our results for reasons similar to the reasons why our management finds it useful and because it helps facilitate investor understanding of decisions made by our management in light of the performance metrics used in making those decisions. In addition, we believe that providing EBITDA, together with a reconciliation to GAAP, helps investors make comparisons between interCLICK and other companies. In making any comparisons to other companies, investors need to be aware that companies use different non-GAAP measures to evaluate their financial performance. Investors should pay close attention to the specific definition being used and to the reconciliation between such measure and the corresponding GAAP measure provided by each company under applicable SEC rules.

Company Overview

interCLICK, Inc. (the "Company" or "interCLICK") is an audience intelligence and targeting company, developing and executing data-driven campaign strategies for major digital agencies and marketers. Fueled by its proprietary Open Segment Manager (OSM) platform and sophisticated approach to managing its supply chain, the Company empowers its clients to reach desirable audiences efficiently, in brand-safe environments, and at tremendous scale.

We generate our revenue through the sale of online display advertising which is placed on third-party publisher websites. Virtually all of the Company's revenues are generated in the United States.

interCLICK is particularly sensitive to seasonality given that the majority of its revenues are tied to CPM (cost-per-thousand) campaigns, which are strongest in the fourth quarter and weakest in the first quarter.

Significant events which affected our results of operations include:

- Revenues for the three months ended June 30, 2010 increased 103% to \$21,659,883 from \$10,648,686 for the prior year comparable period; revenues for the six months ended June 30, 2010 increased 88% to \$35,861,740 from \$19,071,977 for the prior year comparable period;

- Gross profit margin for the three months ended June 30, 2010 was 44.4% as compared to 44.8% in the prior year comparable period; gross profit margin for the six months ended June 30, 2010 was 44.6% as compared to 45.7% in the prior year comparable period;
- Headcount increased to 96 people at June 30, 2010, from 64 people at the end of the prior year comparable period;
- EBITDA for the three months ended June 30, 2010 increased to \$2,394,988 compared to \$189,992 in the prior year comparable period; EBITDA for the six months ended June 30, 2010 increased to \$3,083,388 compared to \$1,109,442 in the prior year comparable period;
- We have achieved positive EBITDA for seven straight quarters beginning with the fourth quarter of 2008;
- Net loss for the three months ended June 30, 2010 was (\$79,286), or \$0.00 per share, compared to (\$1,034,243), or (\$0.05) per share, in the prior year comparable period; and net income for the six months ended June 30, 2010 was \$125,784, or \$0.01 per share, compared to a net loss of (\$1,001,076), or (\$0.05) per share, in the prior year comparable period. Results for the three months ended June 30, 2010 included an income tax expense of \$1,218,234; results for the six months ended June 30, 2010 included an other than temporary impairment of available-for-sale-securities of \$458,538.

Results of Operations

Three Months Ended June 30, 2010 Compared with Three Months Ended June 30, 2009

The following table presents our results of operations for the three months ended June 30, 2010 and 2009. The following discussion of our costs reflects the reclassification of our expense categories we implemented in the third quarter of 2009; all prior periods have been retroactively adjusted.

| Unaudited | For the Three Months Ended June 30, 2010 | For the Three Months Ended June 30, 2009 |
|--|---|---|
| Revenues | \$ 21,659,883 | \$ 10,648,686 |
| Cost of revenues | 12,034,487 | 5,882,655 |
| Gross profit | 9,625,396 | 4,766,031 |
| Operating expenses: | | |
| General and administrative | 3,873,745 | 2,895,717 |
| Sales and marketing | 3,087,183 | 1,734,921 |
| Technology support | 1,419,362 | 797,552 |
| Amortization of intangible assets | 39,500 | 49,760 |
| Total operating expenses | 8,419,790 | 5,477,950 |
| Operating income (loss) | 1,205,606 | (711,919) |
| Other income (expense): | | |
| Interest income | 8,151 | - |
| Loss on sale of available-for-sale securities | - | (36,349) |
| Warrant derivative liability expense | (272) | (159,294) |
| Interest expense | (74,537) | (126,681) |
| Total other expense | (66,658) | (322,324) |
| Income (loss) before income taxes | 1,138,948 | (1,034,243) |
| Income tax expense | (1,218,234) | - |
| Net loss | (79,286) | (1,034,243) |
| Other comprehensive loss: | | |
| Unrealized losses on securities: | | |
| Unrealized loss on available-for-sale-securities | (20,427) | (899,999) |
| Reclassification adjustments for losses included in net loss | - | 36,349 |
| Total other comprehensive loss | (20,427) | (863,650) |
| Comprehensive loss | \$ (99,713) | \$ (1,897,893) |
| Loss per share - basic and diluted | \$ - | \$ (0.05) |
| Weighted average shares - basic and diluted | 23,683,252 | 19,164,950 |

Revenues

Revenues for the three months ended June 30, 2010 increased to \$21,659,883 from \$10,648,686 for the three months ended June 30, 2009, an increase of 103%. Growth was driven by record retention of existing clients and a record number of new advertisers and campaigns reflecting increased demand for interCLICK's innovative audience targeting solution. The Company also generated the highest effective CPM ("eCPM") in its history resulting from our ability to maximize value on behalf of clients.

Given the continued overall growth in online advertising, coupled with other strategic initiatives undertaken by interCLICK, including the continued enhancement of our OSM platform and our continued ability to acquire top tier advertising impressions from publishers, we expect to continue to increase our advertising customer base and revenues on a year-over-year basis for the foreseeable future.

Revenues from branded advertisers account for the substantial majority of our revenues. During the three months ended June 30, 2010, revenues from such advertisers accounted for more than 95% of revenues.

Cost of Revenues and Gross Profit

Cost of revenues for the three months ended June 30, 2010 increased to \$12,034,487 from \$5,882,655 for the three months ended June 30, 2009, an increase of 105%. The increase is primarily attributable to the growth in advertising campaigns requiring the purchase of appropriate levels of advertising impressions from publishers and higher third-party data fees. Cost of revenues is comprised primarily of the amounts we paid to website publishers on interCLICK's online advertising network, amounts paid to third-party data providers, and ad serving and rich media expenses directly associated with a given campaign. Cost of revenues represented 55.6% of revenues for the three months ended June 30, 2010 compared to 55.2% of revenues for the three months ended June 30, 2009. The increase is primarily attributable to a proportionally greater mix of advertising impressions purchased from premium website publishers and higher third-party data fees. This increase was partially offset by: (1) improvements in our supply chain management platform, resulting in a better match between acquired advertising impressions and advertising campaign demand, and (2) targeting efficiencies achieved through OSM.

Gross profit for the three months ended June 30, 2010 increased to \$9,625,396 from \$4,766,031 for the three months ended June 30, 2009, an increase of 102%. Our gross margin was 44.4% for the three months ended June 30, 2010 compared to 44.8% for the three months ended June 30, 2009. We expect gross margins will remain in the mid-40's percentage range in the near-term.

Operating Expenses

Operating expenses consist of general and administrative, sales and marketing, technology support, and amortization of intangible assets. These are discussed in further detail below. Total operating expenses for the three months ended June 30, 2010 increased to \$8,419,790 from \$5,477,950 for the three months ended June 30, 2009, an increase of 54%. The increase is primarily attributable to significant headcount expansion from 64 employees as of June 30, 2009 to 96 employees as of June 30, 2010, expenditures necessary to support interCLICK's increased business, and a net cease-use charge of approximately \$432,000 relating to the Company's expansion into larger headquarters. The majority of hiring was in the technology, product and operations areas to support the growth of our business and the ongoing innovation, development and marketing of our technology platform, including OSM. We expect to hire approximately two dozen new employees throughout the remainder of 2010.

General and Administrative

General and administrative expenses consist primarily of executive, administrative, operations and product support compensation (including stock based compensation), facilities costs, insurance, depreciation, professional fees, investor relations fees and bad debt expense. General and administrative expenses for the three months ended June 30, 2010 increased to \$3,873,745 from \$2,895,717 for the three months ended June 30, 2009, an increase of 34%. The increase is primarily attributable to our headcount expansion, expenditures necessary to support interCLICK's increased business, and a net cease-use charge of approximately \$432,000 relating to the Company's expansion into a larger headquarters. General and administrative expenses represented 17.9% of revenues for the three months ended June 30, 2010 compared to 27.2% of revenues for the three months ended June 30, 2009.

Sales and Marketing

Sales and marketing expenses consist primarily of compensation (including stock based compensation) for sales and marketing and related support resources, sales commissions and trade show expenses. Sales and marketing expenses for the three months ended June 30, 2010 increased to \$3,087,183 from \$1,734,921 for the three months ended June 30, 2009, an increase of 78%. The increase is primarily attributable to our headcount expansion. Sales and marketing expenses represented 14.3% of revenues for the three months ended June 30, 2010 compared to 16.3% of revenues for the three months ended June 30, 2009.

Technology Support

Technology support consists primarily of compensation (including stock based compensation) of technology support and related resources. Technology support and related resources have been directed primarily towards continued enhancement of our platform, including integration of third party data providers, upgrades to our advertising serving platform, and ongoing maintenance and improvement of our technology infrastructure. Technology support expenses for the three months ended June 30, 2010 increased to \$1,419,362 from \$797,552 for the three months ended June 30, 2009, an increase of 78%. The increase is primarily attributable to our headcount expansion and expenditures necessary to support interCLICK's increased business and our development of OSM. Technology support expenses represented 6.6% of revenues for the three months ended June 30, 2010 compared to 7.5% of revenues for the three months ended June 30, 2009.

Amortization of Intangible Assets

Amortization of intangible assets includes amortization of customer relationships, developed technology and a domain name acquired through the Desktop acquisition in 2007. Amortization of intangible assets for the three months ended June 30, 2010 decreased to \$39,500 from \$49,760 for the three months ended June 30, 2009, a decrease of 21%. The decrease is primarily attributable to the customer relationships being fully depreciated at December 31, 2009. Amortization of intangible assets represented 0.2% of revenues for the three months ended June 30, 2010 compared to 0.5% of revenues for the three months ended June 30, 2009.

Net Loss

Net loss for the three months ended June 30, 2010 was (\$79,286) compared to (\$1,034,243) for the three months ended June 30, 2009. The change was primarily attributable to strong revenue, gross profit growth, operating expenses growing at a slower pace than revenues, and lower warrant derivative liability expense, partially offset by higher tax expense.

Reconciliation of GAAP to Non-GAAP Measure

| | For the Three Months Ended June 30, 2010 | For the Three Months Ended June 30, 2009 |
|---|---|---|
| Unaudited | | |
| GAAP net loss | \$ (79,286) | \$ (1,034,243) |
| Income tax expense | 1,218,234 | - |
| Income (loss) before income taxes | 1,138,948 | (1,034,243) |
| Interest expense | 74,537 | 126,681 |
| Interest income | (8,151) | - |
| Warrant derivative liability expense | 272 | 159,294 |
| Loss on sale of available-for-sale securities | - | 36,349 |
| Operating income (loss) | 1,205,606 | (711,919) |
| Stock-based compensation | 972,488 | 777,173 |
| Amortization of intangible assets | 39,500 | 49,760 |
| Depreciation | 177,394 | 74,978 |
| EBITDA | \$ 2,394,988 | \$ 189,992 |

Six Months Ended June 30, 2010 Compared with Six Months Ended June 30, 2009

The following table presents our results of operations for the six months ended June 30, 2010 and 2009. The following discussion of our costs reflects the reclassification of our expense categories we implemented in the third quarter of 2009; all prior periods have been retroactively adjusted.

| Unaudited | Months Ended June 30, 2010 | Months Ended June 30, 2009 |
|---|-------------------------------------|-------------------------------------|
| Revenues | \$ 35,861,740 | \$ 19,071,977 |
| Cost of revenues | 19,853,668 | 10,356,934 |
| Gross profit | 16,008,072 | 8,715,043 |
| Operating expenses: | | |
| General and administrative | 7,104,273 | 4,573,382 |
| Sales and marketing | 5,203,897 | 3,151,443 |
| Technology support | 2,758,940 | 1,381,883 |
| Amortization of intangible assets | 79,000 | 99,520 |
| Total operating expenses | 15,146,110 | 9,206,228 |
| Operating income (loss) from continuing operations | 861,962 | (491,185) |
| Other income (expense): | | |
| Interest income | 17,019 | 12 |
| Loss on sale of available-for-sale securities | - | (36,349) |
| Other than temporary impairment of available-for-sale securities | (458,538) | - |
| Warrant derivative liability income (expense) | 21,413 | (232,061) |
| Interest expense | (176,946) | (240,273) |
| Total other expense | (597,052) | (508,671) |
| Income (loss) from continuing operations before income taxes | 264,910 | (999,856) |
| Income tax expense | (139,126) | - |
| Income (loss) from continuing operations | 125,784 | (999,856) |
| Loss from discontinued operations | - | (1,220) |
| Net income (loss) | 125,784 | (1,001,076) |
| Other comprehensive loss: | | |
| Unrealized losses on securities: | | |
| Unrealized loss on available-for-sale-securities | (478,965) | (899,999) |
| Reclassification adjustments for losses included in net income (loss) | 458,538 | 36,349 |
| Total other comprehensive loss | (20,427) | (863,650) |
| Comprehensive income (loss) | \$ 105,357 | \$ (1,864,726) |
| Basic and diluted earnings (loss) per share: | | |
| Continuing operations | \$ 0.01 | \$ (0.05) |
| Discontinued operations | - | - |
| Net income (loss) | \$ 0.01 | \$ (0.05) |
| Weighted average shares: | | |
| Basic | 23,646,178 | 19,044,443 |
| Diluted | 24,820,111 | 19,044,443 |

Revenues

Revenues for the six months ended June 30, 2010 increased to \$35,861,740 from \$19,071,977 for the six months ended June 30, 2009, an increase of 88%. Growth was driven by strong retention of existing clients and a greater number of new client campaigns reflecting increased demand for interCLICK's innovative audience targeting solution.

Given the continued overall growth in online advertising, coupled with other strategic initiatives undertaken by interCLICK, including the continued enhancement of our OSM platform and our continued ability to acquire top tier advertising impressions from publishers, we expect to continue to increase our advertising customer base and revenues on a year-over-year basis for the foreseeable future.

Revenues from branded advertisers account for the substantial majority of our revenues. During the six months ended June 30, 2010, revenues from such advertisers accounted for more than 95% of revenues.

Cost of Revenues and Gross Profit

Cost of revenues for the six months ended June 30, 2010 increased to \$19,853,668 from \$10,356,934 for the six months ended June 30, 2009, an increase of 92%. The increase is primarily attributable to the growth in advertising campaigns requiring the purchase of appropriate levels of advertising impressions from publishers and higher third-party data fees. Cost of revenues is comprised primarily of the amounts we paid to website publishers on interCLICK's online advertising network, amounts paid to third-party data providers, and ad serving and rich media expenses directly associated with a given campaign. Cost of revenues represented 55.4% of revenues for the six months ended June 30, 2010 compared to 54.3% of revenues for the six months ended June 30, 2009. The increase is primarily attributable to a proportionally greater mix of advertising impressions purchased from premium website publishers and higher third-party data fees. This increase was partially offset by: (1) improvements in our supply chain management platform, resulting in a better match between acquired advertising impressions and advertising campaign demand, and (2) targeting efficiencies achieved through OSM.

Gross profit for the six months ended June 30, 2010 increased to \$16,008,072 from \$8,715,043 for the six months ended June 30, 2009, an increase of 84%. Our gross margin was 44.6% for the six months ended June 30, 2010 compared to 45.7% for the six months ended June 30, 2009.

Operating Expenses

Operating expenses consist of general and administrative, sales and marketing, technology support, and amortization of intangible assets. These are discussed in further detail below. Total operating expenses for the six months ended June 30, 2010 increased to \$15,146,110 from \$9,206,228 for the six months ended June 30, 2009, an increase of 65%. The increase is primarily attributable to significant headcount expansion from 64 employees as of June 30, 2009 to 96 employees as of June 30, 2010, expenditures necessary to support interCLICK's increased business, and a net cease-use charge of approximately \$432,000 relating to the Company's expansion into larger headquarters. The majority of hiring was in the technology, product and operations areas to support the growth of our business and the ongoing innovation, development and marketing of our technology platform, including OSM.

General and Administrative

General and administrative expenses consist primarily of executive, administrative, operations and product support compensation (including stock based compensation), facilities costs, insurance, depreciation, professional fees, investor relations fees and bad debt expense. General and administrative expenses for the six months ended June 30, 2010 increased to \$7,104,273 from \$4,573,382 for the six months ended June 30, 2009, an increase of 55%. The

increase is primarily attributable to our headcount expansion, expenditures necessary to support interCLICK's increased business, and a net cease-use charge of approximately \$432,000 relating to the Company's expansion into a larger headquarters. General and administrative expenses represented 19.8% of revenues for the six months ended June 30, 2010 compared to 24.0% of revenues for the six months ended June 30, 2009.

Sales and Marketing

Sales and marketing expenses consist primarily of compensation (including stock based compensation) for sales and marketing and related support resources, sales commissions and trade show expenses. Sales and marketing expenses for the six months ended June 30, 2010 increased to \$5,203,897 from \$3,151,443 for the six months ended June 30, 2009, an increase of 65%. The increase is primarily attributable to our headcount expansion. Sales and marketing expenses represented 14.5% of revenues for the six months ended June 30, 2010 compared to 16.5% of revenues for the six months ended June 30, 2009.

Technology Support

Technology support consists primarily of compensation (including stock based compensation) of technology support and related resources. Technology support and related resources have been directed primarily towards continued enhancement of our platform, including integration of third party data providers, upgrades to our advertising serving platform, and ongoing maintenance and improvement of our technology infrastructure. Technology support expenses for the six months ended June 30, 2010 increased to \$2,758,940 from \$1,381,883 for the six months ended June 30, 2009, an increase of 100%. The increase is primarily attributable to our headcount expansion and expenditures necessary to support interCLICK's increased business and our development of OSM. Technology support expenses represented 7.7% of revenues for the six months ended June 30, 2010 compared to 7.2% of revenues for the six months ended June 30, 2009.

Amortization of Intangible Assets

Amortization of intangible assets includes amortization of customer relationships, developed technology and a domain name acquired through the Desktop acquisition in 2007. Amortization of intangible assets for the six months ended June 30, 2010 decreased to \$79,000 from \$99,520 for the six months ended June 30, 2009, a decrease of 21%. The decrease is primarily attributable to the customer relationships being fully depreciated at December 31, 2009. Amortization of intangible assets represented 0.2% of revenues for the six months ended June 30, 2010 compared to 0.5% of revenues for the six months ended June 30, 2009.

Net Income

Net income for the six months ended June 30, 2010 was \$125,784 compared to a net loss of (\$1,001,076) for the six months ended June 30, 2009. The change was primarily attributable to strong revenue, gross profit growth, operating expenses growing at a slower pace than revenue, and lower warrant derivative liability expense, partially offset by higher tax expense.

Reconciliation of GAAP to Non-GAAP Measures

| | For the Six Months Ended June 30, 2010 | For the Six Months Ended June 30, 2009 |
|--|--|--|
| Unaudited | | |
| GAAP net income (loss) | \$ 125,784 | \$ (1,001,076) |
| Loss from discontinued operations | - | 1,220 |
| Income (loss) from continuing operations | 125,784 | (999,856) |
| Income tax expense | 139,126 | - |
| Income (loss) from continuing operations before income taxes | 264,910 | (999,856) |
| Interest expense | 176,946 | 240,273 |
| Interest income | (17,019) | (12) |
| Warrant derivative liability expense | (21,413) | 232,061 |
| Loss on sale of available-for-sale securities | - | 36,349 |
| Other than temporary impairment of available-for sale securities | 458,538 | - |
| Operating income (loss) from continuing operations | 861,962 | (491,185) |
| Stock-based compensation | 1,822,070 | 1,353,743 |
| Amortization of intangible assets | 79,000 | 99,520 |
| Depreciation | 320,356 | 147,364 |

| | | |
|--------|--------------|--------------|
| EBITDA | \$ 3,083,388 | \$ 1,109,442 |
|--------|--------------|--------------|

Liquidity and Capital Resources

Net cash provided by operating activities during the six months ended June 30, 2010 totaled \$945,139 and resulted primarily from stock-based compensation of \$1,822,070, other than temporary impairment of available-for-sale securities of \$458,538, an increase in deferred rent of \$525,302, and depreciation of \$320,356, partially offset by a change in deferred taxes of \$594,417 and decreases in accrued expenses of \$672,309, income taxes payable of \$515,306 and accounts payable of \$442,026.

Net cash used in investing activities during the six months ended June 30, 2010 totaled \$1,855,639 and resulted primarily from a \$1,292,960 increase in restricted cash and \$573,929 used for purchases of property and equipment.

Net cash used in financing activities during the six months ended June 30, 2010 was \$1,820,688 and resulted primarily from net repayments under our credit facility of \$1,981,113, partially offset by proceeds received from stock options and warrants exercised of \$228,732.

On November 13, 2008, interCLICK entered into a revolving credit facility (the "Agreement") with Crestmark Commercial Capital Lending, LLC to finance certain eligible accounts receivables of interCLICK in an amount up to \$3.5 million (subsequently increased to \$4.5 million on February 3, 2009, increased to \$5.5 million on April 30, 2009, and increased to \$7.0 million on September 2, 2009). The credit facility is secured by substantially all of the assets of interCLICK, except property and equipment financed elsewhere. Effective May 12, 2010, either interCLICK or Crestmark may terminate the Agreement with 60 days prior written notice to the other party without being subject to any early termination fee. On July 12, 2010, the Company provided Crestmark with notification of termination of the Agreement effective September 10, 2010. The Company is in advanced discussions with another lender about establishing a replacement line of credit which would likely be secured by most of the Company's assets.

At June 30, 2010, interCLICK had working capital of \$18,821,159, including \$9,922,770 in cash and cash equivalents and \$997,390 in near-term restricted cash. interCLICK's working capital is impacted by the seasonal nature of its business, whereby revenue and receivables are typically weakest in the first quarter and strongest in the fourth quarter. As of August 9, 2010, interCLICK had approximately \$9,400,000 of cash and cash equivalents and \$1,300,000 in total restricted cash. Due to this cash position, full use of the credit facility has recently not been necessary. As our business has expanded, interCLICK has delivered positive EBITDA for the last seven quarters. We discuss this non-GAAP financial measure and its limitations under Company Overview above. interCLICK continues to expand and had year-over-year revenue growth in each quarter of 2009 and in the first half of 2010. Management anticipates that revenues will continue to increase through 2010. In addition to our cash and cash equivalents, the unused amount under the Crestmark credit facility was approximately \$5,800,000 at August 9, 2010. The Crestmark facility will terminate in September 2010 and is expected to be replaced by a larger line of credit. For all of these reasons, interCLICK expects that it has sufficient cash and borrowing capacity to meet its working capital needs for at least the next 12 months.

During six months ended June 30, 2010, we acquired \$1,152,599 in capital assets, including \$495,600 through conventional capital leases and \$83,070 through leasehold improvements in exchange for deferred rent. These additions further enhance the features and scale of our technology assets, which are necessary both to support the realization of growth objectives as well as to advance interCLICK's present competitive position. During the remainder of 2010, we expect to acquire between approximately \$500,000 and \$800,000 in additional capital assets, a portion of which will likely be financed through capital leases.

Related Party Transactions

No related party transactions had a material impact on our operating results.

New Accounting Pronouncements

See Note 2 to our financial statements included in this report for discussion of recent accounting pronouncements.

Critical Accounting Estimates

Management's discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and assumptions, including, but not limited to, those related to the valuation of accounts receivable and allowance for doubtful accounts, purchase price fair value allocation for business combinations, estimates of depreciable lives and valuation of property and equipment, valuation and amortization periods of intangible assets and deferred costs, valuation of goodwill, valuation of discounts on debt, valuation of derivatives, valuation of investment in available-for-sale securities, valuation of common shares, options and warrants granted for services or recorded as debt discounts or other non-cash purposes including business combinations, the valuation allowance on deferred tax assets, estimates of the tax effects of business combinations and sale of subsidiary, and estimates in equity investee's losses. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates and assumptions.

In response to the SEC's financial reporting release, FR-60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies", the Company has selected a more subjective accounting estimation processes for purposes of explaining the methodology used in calculating estimates, in addition to the inherent uncertainties pertaining to the estimate and the possible effects on interCLICK's financial condition. The accounting estimates are discussed below. These estimates involve certain assumptions that if incorrect could create a material adverse impact on the interCLICK's results of operations and financial condition.

Management is particularly attentive to the length account receivable collection cycles and the attendant possibility of an increase in bad debts. However, collection performance improved during 2009 and during the six months ended June 30, 2010 at which time the Company's bad debt reserve was \$210,172, or 1.0% of gross accounts receivable, as compared to \$383,188, or 1.7% of gross accounts receivable, as of December 31, 2009.

Management is sensitive to the carrying value of the 7,043,585 OPMG shares held on the balance sheet at \$225,394 at June 30, 2010. These shares are valued based on the quoted market price which is expected to continue to fluctuate. As of December 31, 2009, management concluded that private transactions were among the most economically feasible ways to sell any portion of the Company's investment in OPMG shares as trading volume in OPMG was too thinly traded and therefore did not reliably occur in an active market. This change in estimate is based on management's conclusion that during the six months ended June 30, 2010, OPMG's trading volume has increasingly stabilized and thus is now a reliable basis for fair valuation. In the future, we may attempt to sell some OPMG shares in the open market which could materially reduce the carrying value of our investment. See Notes 5 and 7 to the condensed consolidated financial statements.

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including anticipated revenues, expected increases in our advertising customer base, expected gross margins, expected hiring of new employees, having sufficient cash and borrowing capacity to meet its working capital for at least the next 12 months and expectations regarding acquiring additional capital assets. Forward-looking statements can be identified by words such as "anticipates," "intends," "plans," "seeks," "believes," "estimates," "expects" and references to future periods.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. We caution you therefore against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. Important factors that could cause actual results to differ materially from those in the forward-looking statements include the impact of intense competition, the continuation or worsening of current economic conditions, a potential decrease in corporate advertising spending, a potential decrease in consumer spending and the condition of the domestic and global credit and capital markets.

Further information on our risk factors is contained in our filings with the SEC, including our Form 10-K for the year ended December 31, 2009. Any forward-looking statement made by us in this report speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable to smaller reporting companies

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures. Our management carried out an evaluation, with the participation of our Principal Executive Officer and Principal Financial Officer, required by Rule 13a-15 of the Securities Exchange Act of 1934 (the "Exchange Act") of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act. Based on that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting. There were no changes in our internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 1A. Risk Factors.

Not applicable to smaller reporting companies.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

In addition to those unregistered securities previously disclosed in reports filed with the SEC, we have sold securities without registration under the Securities Act of 1933 (the “Act”).

| Name or Class | Date Sold | No. of Securities | Consideration |
|-----------------------|-------------|----------------------------------|--|
| Warrant holder (1) | May 7, 2010 | 50,980 shares of common stock | Cashless exercise of warrants with exercise price of \$2.80 per share |

(1)Exemption under Section 3(a)(9) of the Act.

Item 3. Defaults Upon Senior Securities.

None

Item 4. (Removed and Reserved).

Item 5. Other Information.

None

Item 6. Exhibits.

| Exhibit # | Exhibit Description | Incorporated by Reference | | | Filed or Furnished Herewith |
|--------------|---|---------------------------|----------|--------|-----------------------------------|
| | | Form | Date | Number | |
| 2.1 | Customer Acquisition Network Agreement of Merger and Plan of Reorganization ** | 8-K | 9/4/07 | 2.1 | |
| 2.2 | Desktop Agreement and Plan of Merger ** | 8-K | 9/4/07 | 2.2 | |
| 3.1 | Amended and Restated Certificate of Incorporation | 8-K | 8/30/07 | 3.1 | |
| 3.2 | Certificate of Amendment to the Articles of Incorporation | 8-K | 7/1/08 | 3.1 | |
| 3.3 | Certificate of Amendment to the Articles of Incorporation | 8-A12b | 11/3/09 | 3.3 | |
| 3.4 | Amended and Restated Bylaws, as amended | S-3/A | 11/25/09 | 3.6 | |
| 10.1 | | | | | Filed |

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| | | |
|------|--|-----------|
| | Amended and Restated 2007 Incentive Stock and Award Plan * | |
| 31.1 | Certification of Principal Executive Officer (Section 302) | Filed |
| 31.2 | Certification of Principal Financial Officer (Section 302) | Filed |
| 32.1 | Certification of Principal Executive Officer and Principal Financial Officer (Section 906) | Furnished |

* Management compensatory plan or arrangement.

**The confidential disclosure schedules are not filed in accordance with SEC Staff policy, but will be provided to the Staff upon request. Certain material agreements contain representations and warranties, which are qualified by the following factors:

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- a. the representations and warranties contained in any agreements filed with this report were made for the purposes of allocating contractual risk between the parties and not as a means of establishing facts;
- b. the agreement may have different standards of materiality than standards of materiality under applicable securities laws;
- c. the representations are qualified by a confidential disclosure schedule that contains nonpublic information that is not material under applicable securities laws;
- d. facts may have changed since the date of the agreements; and
- e. only parties to the agreements and specified third-party beneficiaries have a right to enforce the agreements.

Notwithstanding the above, any information contained in a schedule that would cause a reasonable investor (or that a reasonable investor would consider important in making a decision) to buy or sell our common stock has been included. We have been further advised by our counsel that in all instances the standard of materiality under the federal securities laws will determine whether or not information has been omitted; in other words, any information that is not material under the federal securities laws may be omitted. Furthermore, information which may have a different standard of materiality will nonetheless be disclosed if material under the federal securities laws.

Copies of this report (including the financial statements) and any of the exhibits referred to above will be furnished at no cost to our shareholders who make a written request to interCLICK, Inc., 11 West 19th Street, 10th Floor, New York, NY 10011 Attention: Secretary.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

interCLICK, INC.

August 16, 2010

/s/ Michael Mathews
Michael Mathews
Chief Executive Officer
(Principal Executive Officer)

August 16, 2010

/s/ Roger Clark
Roger Clark
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

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