

interclick, inc.  
Form 8-K  
May 11, 2011

---

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

---

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

---

Date of Report (Date of earliest event reported): May 10, 2011

interclick, inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-34523  
(Commission File Number)

01-0692341  
(IRS Employer  
Identification No.)

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

10011  
(Zip Code)

Registrant's telephone number, including area code: (646) 722-6260

(Former name or former address, if changed since last report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 2.02 Results of Operations and Financial Condition.

On May 10, 2011, interclick, inc. (the “Company”) issued a press release announcing its financial results for the quarter ended March 31, 2011 as well as its business outlook for the second quarter and full year 2011. The Company also held a conference call discussing such results and outlook on May 10, 2011 at 4:30 p.m. (EST). The press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 10, 2011

---

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.

Date: May 10, 2011

interclick, inc.

By:

/s/ Roger Clark  
Roger Clark  
Chief Financial Officer

Exhibit Index

Exhibit No.	Description
-------------	-------------

<u>99.1</u>	Press Release dated May 10, 2011
-------------	----------------------------------

---