

interCLICK, Inc.
Form 8-K
May 14, 2009

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 14, 2009

interCLICK, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

333-141141
(Commission File Number)

01-0692341
(IRS Employer
Identification No.)

257 Park Avenue South
Suite 602
New York, NY
(Address of principal executive offices)

10010
(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.
Item 7.01. Regulation FD.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is financial information for interCLICK, Inc. for the quarter ended March 31, 2009 and forward looking statements relating to 2009 and the second quarter 2009 as presented in a press release on May 14, 2009. The information in this report shall not be treated as filed for purposes of the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits.

| (c) | Exhibits |
|-------------|----------------------------------|
| Exhibit No. | Exhibit |
| 99.1 | Press Release dated May 14, 2009 |

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 14, 2009

interCLICK, Inc,

By: /s/ Michael Mathews
Michael Mathews
Chief Executive Officer