

Tree.com, Inc.
Form 424B3
February 05, 2009

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-152700

Prospectus Supplement No. 4

to Prospectus Dated September 9, 2008

Tree.com, Inc.

16,654,428 Shares of Common Stock, Par Value \$0.01 Per Share

This prospectus supplement No. 4 supplements and amends information in the prospectus dated September 9, 2008, as supplemented by prospectus supplement No. 1 dated November 10, 2008, prospectus supplement No. 2 dated December 17, 2008, and prospectus supplement No. 3 dated January 29, 2009 (collectively, the Prospectus). You should read this prospectus supplement in conjunction with the Prospectus. This supplement is qualified by reference to the Prospectus, except to the extent that the information herein supersedes the information contained in the Prospectus.

This prospectus supplement includes our Current Reports on Form 8-K dated February 2, 2009 and February 5, 2009, in each case as filed with the Securities and Exchange Commission on February 5, 2009.

In reviewing this prospectus supplement and the Prospectus, you should carefully consider the risks under Risk Factors beginning on page 8 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

This supplement is part of the Prospectus and must accompany the Prospectus to satisfy prospectus delivery requirements under the Securities Act of 1933, as amended.

The date of this prospectus supplement is February 5, 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): **February 2, 2009**

Tree.com, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34063
(Commission
File Number)

26-2414818
(IRS Employer
Identification No.)

11115 Rushmore Drive, Charlotte, NC
(Address of principal executive offices)

28277
(Zip Code)

Registrant's telephone number, including area code: **(704) 541-5351**

Not Applicable

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

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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:

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

Item 5.02.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 2, 2009, Tree.com, Inc. (the "Company") entered into an Amended Employment and Release Agreement with Bret Violette, the Company's President of Real Estate. Pursuant to the terms of this amendment, the Company will continue to pay Mr. Violette's base salary and guaranteed bonus payments through July 15, 2009. Except as provided herein, the material terms of Mr. Violette's original employment agreement remain unchanged. Mr. Violette will step down as an executive officer of the Company effective February 27, 2009. A copy of the amendment is filed as Exhibit 10.1.

Item 9.01.

Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Amended Employment and Release Agreement entered into as of the 2nd day of February, 2009, by and between Bret Violette and the Company.

SIGNATURE

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, hereunto duly authorized.

Date: February 4, 2009

TREE.COM, INC.

By:

/S/ MATTHEW PACKEY
Matthew Packey
Senior Vice President and Chief Financial Officer

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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 - ☐ 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 February 5, 2009, Tree.com, Inc. announced financial results for the fourth quarter ended December 31, 2008. A copy of the related press release is furnished as Exhibit 99.1.

Item 9.01. *Financial Statements and Exhibits.*

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated February 5, 2009, with respect to the Company's financial results for the fourth quarter ended December 31, 2008

SIGNATURE

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, hereunto duly authorized.

Date: February 5, 2009

TREE.COM, INC.

By:

/S/ MATTHEW PACKEY
Matthew Packey
*Senior Vice President and
Chief Financial Officer*