

Tree.com, Inc.  
Form 8-K/A  
April 06, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **March 19, 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))
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**Explanatory Note:** This filing amends the Current Report on Form 8-K filed by Tree.com, Inc. (the *Company*) on March 25, 2009 reporting a change in the *Company's* independent registered public accounting firm (the *Prior Report*). This Current Report on Form 8-K/A amends and restates in its entirety Items 4.01 and 9.01 of the *Prior Report* (including the exhibit thereto) to clarify that (i) the *Company* had no consultations with Deloitte & Touche LLP during the fiscal years ended December 31, 2008 and December 31, 2007 or through March 19, 2009, and (ii) the *Company* informed Ernst & Young LLP of its dismissal on March 19, 2009.

**Item 4.01.** *Changes in Registrant's Certifying Accountant.*

*(a) Dismissal of independent registered public accounting firm*

The Audit Committee of the Board of Directors (the *Audit Committee*) of Tree.com, Inc. (the *Company*) conducted a competitive process to select a firm to serve as the *Company's* independent registered public accounting firm for the 2009 fiscal year. The *Audit Committee* invited several firms to participate in this process, including Ernst & Young LLP ( *E&Y* ), the *Company's* independent registered public accounting firm for fiscal 2008.

As a result of this process, on March 19, 2009, the *Audit Committee* (i) dismissed *E&Y* as the *Company's* independent registered public accounting firm and (ii) engaged Deloitte & Touche LLP ( *Deloitte* ) as the *Company's* independent registered public accounting firm for fiscal 2009.

We informed *E&Y* of their dismissal on March 19, 2009. *E&Y's* audit reports on the *Company's* consolidated financial statements as of and for the fiscal years ended December 31, 2008 and December 31, 2007 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty or audit scope. *E&Y's* audit report for the fiscal years ended December 31, 2008 and December 31, 2007 included an explanatory paragraph related to the *Company's* adoption of Statements of Financial Accounting Standards No. 157 and 159. During the fiscal years ended December 31, 2008 and December 31, 2007, respectively, and through March 19, 2009 there were: (i) no disagreements between the *Company* and *E&Y* on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of *E&Y*, would have caused *E&Y* to make reference to the subject matter of the disagreement in their reports on the financial statements for such years, and (ii) no reportable events as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The *Company* provided *E&Y* with a copy of the disclosures it is making in this Current Report on Form 8-K/A (the *Report*) prior to the time the *Report* was filed with the Securities and Exchange Commission (the *SEC*). The *Company* requested that *E&Y* furnish a letter addressed to the *SEC* stating whether or not it agrees with the statements made herein. A copy of *E&Y's* letter dated April 6, 2009 is attached as Exhibit 16.1 hereto.

*(b) Engagement of new registered public accounting firm*

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As set forth above, on March 19, 2009, the Audit Committee engaged Deloitte as the Company's independent registered public accounting firm for fiscal 2009. In deciding to engage Deloitte, the Audit Committee reviewed auditor independence and existing commercial relationships with Deloitte, and concluded that Deloitte has no commercial relationship with the Company that would impair its independence. During the fiscal years ended December 31, 2008 and December 31, 2007, and through March 19, 2009, neither the Company nor anyone acting on its behalf has consulted with Deloitte on any of the matters or events set forth in Item 304(a)(2) of Regulation S-K.

**Item 9.01.**        *Financial Statements and Exhibits.*

**(d) Exhibit.**

| Exhibit Number | Description  |
|----------------|--|
|                |  |
| 16.1           | Letter from Ernst & Young LLP dated April 6, 2009. |

**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: April 6, 2009

**TREE.COM, INC.**

By:

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

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                                 |
|----------------|--|
|                |  |
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