

Myers David William Jr  
Form 4  
December 14, 2011

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Myers David William Jr

(Last) (First) (Middle)

11 WEST 19TH STREET, 10TH  
FLOOR

(Street)

NEW YORK, NY 10011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
interclick, inc. [ICLK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive VP, Operations

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/14/2011                              |                                                             | D                                    | (A)<br>or<br>(D)<br>Amount<br>45,000<br>(1)                                | Price<br>\$ 9 0                                                                                                    | D                                                                    |                                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8.<br>Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|--|----------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               |  |                                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 2.6                                                                | 12/14/2011                              |                                                             | D                                       | 41,667<br>(2)                                                                                                | (2)                                                            | 06/05/2014         | Common<br>Stock                                                     |  | 41,667                                       |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4                                                                  | 12/14/2011                              |                                                             | D                                       | 41,667<br>(2)                                                                                                | (2)                                                            | 09/28/2014         | Common<br>Stock                                                     |  | 41,667                                       |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.5                                                                | 12/14/2011                              |                                                             | D                                       | 25,000<br>(2)                                                                                                | (2)                                                            | 02/12/2015         | Common<br>Stock                                                     |  | 25,000                                       |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships                    |
|-----------------------------------------------------------------------------------|----------------------------------|
|                                                                                   | Director 10% Owner Officer Other |
| Myers David William Jr<br>11 WEST 19TH STREET<br>10TH FLOOR<br>NEW YORK, NY 10011 | Executive VP, Operations         |

## Signatures

/s/ David Myers 12/14/2011

\*\*Signature of Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents unvested shares of restricted stock. On December 14, 2011, the transactions contemplated by the Agreement and Plan of Merger, dated as of October 31, 2011 (the "Agreement"), by and among Yahoo! Inc., a Delaware corporation, Innsbruck Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Yahoo! Inc., and the Issuer were consummated. Pursuant to the Agreement, these shares were cancelled in the merger and converted into the right to receive a per share cash payment of \$9.00 (without interest and less any applicable withholding tax).
- (1) This stock option vests annually in equal increments over three years from the date of issuance. Pursuant to the Agreement, this stock option was fully accelerated (to the extent not already vested), cancelled in the merger and converted into the right to receive a cash

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payment equal to the excess of \$9.00 over the per-share exercise price multiplied by the number of shares underlying such stock option (without interest and less any applicable withholding tax).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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