

Katz Andrew S
Form 4/A
October 24, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Katz Andrew S

(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. [ICKL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/20/2011

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

CHIEF TECHNOLOGY OFFICER

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.001	03/21/2011		A	30,000 (7)	A \$ 0 72,625	D	
Common Stock, par value \$0.001	05/18/2011		C	20,000	A \$ 2 92,625 (1)	D	
Common Stock, par value \$0.001	05/18/2011		C	833	A \$ 4.5 93,458	I (2)	See footnote 2 (2)

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Common Stock, par value \$0.001	05/18/2011	C	833	A	\$ 4	94,291	I ⁽³⁾	See footnote 3 <u>(3)</u>
Common Stock, par value \$0.001	05/18/2011	S	18,700	D	\$ 7	75,591	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7	75,391	D	
Common Stock, par value \$0.001	05/18/2011	S	200	D	\$ 7.05	75,191	D	
Common Stock, par value \$0.001	05/18/2011	S	900	D	\$ 7.06	74,291	D	
Common Stock, par value \$0.001	05/18/2011	S	319	D	\$ 7.01	75,972	I ⁽⁴⁾	See footnote 4 <u>(4)</u>
Common Stock, par value \$0.001	05/18/2011	S	1,347	D	\$ 7.01	72,625	I ⁽⁵⁾	See footnote 5 <u>(5)</u>
Common Stock, par value \$0.001	05/19/2011	S	1,100	D	\$ 7	71,525	D	
Common Stock, par value \$0.001	05/19/2011	C	1,100	A	\$ 2	72,625	D	
Common Stock, par value \$0.001	05/20/2011	C	400	A	\$ 2	73,025	D	
Common Stock, par value \$0.001	05/20/2011	S	400	D	\$ 6.95	72,625	D	
	05/20/2011	C	100	A	\$ 2	72,725	D	

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Common Stock, par value \$0.001							
Common Stock, par value \$0.001	05/20/2011	S	100	D	\$ 6.97	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	200	A	\$ 2	72,825	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.97	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	5,115	A	\$ 2	77,740	D
Common Stock, par value \$0.001	05/20/2011	S	5,115	D	\$ 6.87	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	200	A	\$ 2	72,825	D
Common Stock, par value \$0.001	05/20/2011	S	200	D	\$ 6.87	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	300	A	\$ 2	72,995	D
Common Stock, par value \$0.001	05/20/2011	S	300	D	\$ 6.88	72,625	D
Common Stock, par value \$0.001	05/20/2011	C	1,100	A	\$ 2	73,725	D
	05/20/2011	S	1,100	D	\$ 6.9	72,625	D

Common
Stock, par
value
\$0.001

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 2	05/18/2011		C	20,000	09/21/2009 09/21/2012	Common Stock, par value \$0.001 20,000
Stock Options	\$ 4.5	05/18/2011		C	833	02/12/2011 02/12/2015	Common Stock, par value \$0.001 833
Stock Options	\$ 4	05/18/2011		C	833	09/28/2010 09/28/2014	Common Stock, par value \$0.001 833
Stock Options	\$ 2	05/19/2011		C	1,100	09/21/2009 09/21/2012	Common Stock, par value \$0.001 1,100
Stock Options	\$ 2	05/20/2011		C	700	09/21/2009 09/21/2012	Common Stock, par value \$0.001 700
Stock Options	\$ 2	05/20/2011		C	3,200	09/21/2009 09/21/2012	Common Stock, par value 3,200

Stock Options	\$ 2	05/20/2011	C	3,515	09/21/2010	09/21/2012	Common Stock, par value \$0.001	3,515
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Katz Andrew S 11 WEST 19TH STREET 10TH FLOOR NEW YORK, NY 10011			CHIEF TECHNOLOGY OFFICER	

Signatures

Andrew Katz 10/24/2011

Signature of
Reporting Person

Date

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).
- (1) Includes 12,306 shares which are subject to certain vesting restrictions
- (2) The reporting person has a pecuniary interest in the 833 shares acquired by Julie Locke as a result Ms. Locke's exercise of options . Ms. Locke shares the same household as the reporting person.
- (3) The reporting person has a pecuniary interest in the 833 shares acquired by Julie Locke as a result of Ms. Locke's exercise of options. Ms. Locke shares the same household as the reporting person.
- (4) The reporting person has a pecuniary interest in the 319 shares held by Julie Locke, who shares the same household as the reporting person.
- (5) The reporting person has a pecuniary interest in 1,347 shares held by Julie Locke, who shares the same household as the reporting person.
- (6) Includes options held by Julie Locke, who shares the same household as the reporting person.
- (7) Represents a grant of common stock, which will vest in equal portions annually over a period of three years.

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