

Tree.com, Inc.  
Form 8-K/A  
August 12, 2011

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

Washington, D.C. 20549

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**FORM 8-K/A**

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**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 12, 2011**

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**Tree.com, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**00134063**  
(Commission  
File Number)

**26-2414818**  
(IRS Employer  
Identification No.)

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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 (*see* General Instruction A.2. below):

- 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))
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**EXPLANATORY NOTE**

This Current Report on Form 8-K/A (this Amendment ) amends the Current Report on Form 8-K filed by Tree.com, Inc. (the Company ) with the Securities and Exchange Commission (the SEC ) on May 16, 2011 (the Original Report ) relating to the Asset Purchase Agreement dated May 12, 2011 by and among the Company, Home Loan Center, Inc., LendingTree, LLC, HLC Escrow, Inc. and Discover Bank. This Amendment amends the Original Report for the sole purpose of attaching Exhibit 2.4 in unredacted form in connection with the withdrawal of the Company s application for confidential treatment with respect to such Exhibit 2.4.

Except as described above, no other changes have been made to the Original Report, and this Amendment does not modify or update any other information in the Original Report. The Original Report should be read in conjunction with filings made by the Company with the SEC subsequent to the date of the Original Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
2.1	Asset Purchase Agreement dated May 12, 2011 by and among Tree.com, Inc., Home Loan Center, Inc., LendingTree, LLC, HLC Escrow, Inc. and Discover Bank (previously filed as an exhibit to the Original Report)
2.2	Form of Assignment and Assumption Agreement (previously filed as an exhibit to the Original Report)
2.3	Form of Bill of Sale (previously filed as an exhibit to the Original Report)
2.4	Escrow Agreement Terms
99.1	Form of Voting and Support Agreement of Douglas R. Lebda (previously filed as an exhibit to the Original Report)
99.2	Form of Voting and Support Agreement of Liberty Media Corporation (previously filed as an exhibit to the Original Report)
99.3	Form of Voting and Support Agreement of Second Curve, LLC (previously filed as an exhibit to the Original Report)
99.4	Press Release issued by Tree.com on May 12, 2011 (previously filed as an exhibit to the Original Report)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: August 12, 2011

**TREE.COM, INC.**

By:

/s/ Christopher R. Hayek  
Christopher R. Hayek  
Senior Vice President and Chief Accounting Officer