

interCLICK, Inc.  
Form 8-K  
September 30, 2009  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

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

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Date of Report (Date of earliest event reported): September 24, 2009

interCLICK, Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or other jurisdiction of incorporation)	333-141141 (Commission File Number)	01-0692341 (IRS Employer Identification No.)
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257 Park Avenue South Suite 602 New York, NY (Address of principal executive offices)	10010 (Zip Code)
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Registrant's telephone number, including area code: (646) 722-6260

(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:

- 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))

- o Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 24, 2009, the Board of Directors of interCLICK, Inc. amended the 2007 Incentive Stock and Award Plan (the "Plan") to increase the number of shares reserved under the Plan from 4,225,000 shares to 6,225,000.

Item 9.01. Financial Statements and Exhibits.

Exhibit No. 10.1 Fifth Amendment to the 2007 Incentive Stock and Award Plan

#### SIGNATURES

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 thereunto duly authorized.

Date: September 30, 2009

interCLICK, Inc.

By: /s/ Michael Mathews  
Michael Mathews  
Chief Executive Officer