

Kaplan Keith Jon  
 Form 3  
 November 04, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| ^ Kaplan Keith Jon                        |         | (Month/Day/Year)                     | interclick, inc. [ICLK]                          |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 10/31/2011                           |  |  |
| 11 WEST 19TH STREET, ^ 10TH FLOOR         |         |                                      | (Check all applicable)                           |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                | <input type="checkbox"/> 10% Owner                                     |
|   |         |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
| NEW YORK, ^ NY ^ 10011                    |         |                                      | (give title below)                               | (specify below)  |
| (City)                                    | (State) | (Zip)                                | Pres and Chief Revenue Officer                   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 275,000 <sup>(1)</sup>                                | D  | ^   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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|             |            |           |             |
|-------------|------------|-----------|-------------|
| Date        | Expiration | Amount or | or Indirect |
| Exercisable | Date       | Number of | (I)         |
|             |            | Shares    | (Instr. 5)  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Kaplan Keith Jon<br>11 WEST 19TH STREET<br>10TH FLOOR<br>NEW YORK, NY 10011 | Â             | Â         | Â Pres and Chief Revenue Officer | Â     |

## Signatures

/s/ Keith Kaplan                      11/04/2011

\*\*Signature of                      Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents a grant of common stock (the "Shares"), issued pursuant to Mr. Kaplan's employment agreement with the Company, which shall vest in equal portions annually over a period of four years, provided that Mr. Kaplan is still employed by the Company or an affiliate of the Company on the applicable vesting date. Notwithstanding the foregoing, the Shares shall vest as to 25% of any then unvested portion of the Shares upon the first occurrence of a Change of Control (as defined in Mr. Kaplan's employment agreement) (with the remainder vesting in accordance with the original vesting schedule with each vesting installment reduced pro rata to reflect such accelerated vesting) and as to 100% of any then unvested portions of the Shares in the event Mr. Kaplan is terminated by the Company without Cause (as defined in Mr. Kaplan's employment agreement) following a Change of Control and Mr. Kaplan executes a general release of claims against the Company and its affiliates in a form

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**Remarks:**  
acceptable to the Company that becomes effective and irrevocable within sixty (60) days following s

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.