

interclick, inc.  
Form POS AM  
December 14, 2011

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

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**interclick, inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

11 West 19<sup>th</sup> Street, 10<sup>th</sup> Floor

**01-0692341**  
(IRS Employer  
Identification Number)

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New York, NY 10011

(646) 722-6260

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Michael J. Callahan**

**Vice President and Secretary**

**interclick, inc.**

**c/o Yahoo! Inc.**

**701 First Avenue**

**Sunnyvale, California 94089**

**(408) 349-3300**

*Copies to:*

**Ora Fisher, Esq.**

**Jamie Leigh, Esq.**

**Latham & Watkins LLP**

**140 Scott Drive**

**Menlo Park, CA 94025**

**(650) 328-4600**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Not applicable**

(Approximate date of commencement of proposed sale to the public)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: "

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SHARES**

This Post-Effective Amendment No. 1 to Form S-3 (File No. 333-167998), which was declared effective by the Securities and Exchange Commission on July 14, 2010 (the "Registration Statement"), is being filed to deregister all unsold shares of common stock registered under the Registration Statement, and to terminate the effectiveness of the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on December 14, 2011.

interclick, inc.

By: /s/ Michael J. Callahan  
Michael J. Callahan, Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Andrew Cring Andrew Cring	President (Principal Executive Officer)	December 14, 2011
/s/ Aman Kothari Aman Kothari	Treasurer and Chief Financial Officer and Director (Principal Accounting and Financial Officer)	December 14, 2011
/s/ Michael J. Callahan Michael J. Callahan	Vice President and Secretary and Director	December 14, 2011