

interclick, inc.
Form DEFA14A
May 19, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by Registrant

Filed by Party other than Registrant

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement Definitive Additional Materials
- Soliciting Materials Pursuant to §240.14a-12

interclick, inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- | | |
|-----|---|
| (1) | Title of each class of securities to which transaction applies: |
| (2) | Aggregate number of securities to which transaction applies: |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): \$_____ per share as determined under Rule 0-11 under the Exchange Act. |
| (4) | Proposed maximum aggregate value of transaction: |
| (5) | Total fee paid: |
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

interclick, inc.

PROXY FOR THE ANNUAL MEETING OF SHAREHOLDERS
JUNE 23, 2011

PROXY

The undersigned shareholder hereby appoints Michael Katz and Roger Clark, and each of them, proxies and attorneys-in-fact, each with power of substitution and revocation, and each with all powers that the undersigned would possess if personally present to vote the interclick, inc. common stock of the undersigned at the 2011 Annual Meeting of Shareholders to be held at 11 West 19th Street, 10th Floor, New York, NY 10011 on June 23, 2011 at 10:00 A.M., and any postponement(s) or adjournment(s) of such meeting, and in their discretion upon any other business that may properly come before the meeting (and any such postponement(s) or adjournment(s)).

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS SPECIFIED OR, IF NO CHOICE IS SPECIFIED, THIS PROXY WILL BE VOTED "FOR" ALL PROPOSALS. IF OTHER BUSINESS IS PROPERLY BROUGHT BEFORE THE MEETING, THE PROXIES WILL VOTE IN ACCORDANCE WITH THEIR BEST JUDGMENT.

(Continued and to be signed on the reverse side)

SEE REVERSE SIDE

TO VOTE BY MAIL, PLEASE DETACH HERE

YOUR VOTE IS IMPORTANT!

You can vote in one of two ways:

1. Vote by Internet at our Internet Address: <http://www.proxyvoting.com/iclk>

Or

2. Mark, sign and date your proxy card and return it promptly in the enclosed envelope.

PLEASE VOTE

