

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

(Amendment No. 4)

### TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

**interclick, inc.**

(Name of Subject Company (Issuer))

**Innsbruck Acquisition Corp.**

**Yahoo! Inc.**

(Names of Filing Persons (Offerors))

**Common Stock, par value \$0.001 per share**  
(Titles of classes of securities)

**458483203**  
(CUSIP number of class of securities)

**Michael Callahan, Esq.**  
**Executive Vice President, General Counsel and Secretary**  
**Yahoo! Inc.**  
**701 First Avenue**  
**Sunnyvale, California 94089**  
**(408) 349-3300**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

*Copies to:*

**Ora Fisher, Esq.**  
**Jamie Leigh, Esq.**  
**Latham & Watkins LLP**  
**140 Scott Drive**  
**Menlo Park, CA 94025**  
**Tel: (650) 328-4600**

#### CALCULATION OF FILING FEE

**Transaction Valuation\***  
\$285,515,451.00

**Amount of Filing Fee\*\***  
\$32,720.07

\* Estimated solely for purposes of calculating the filing fee. This amount assumes the purchase of up to 31,723,939 shares of common stock of the Issuer and was calculated as follows: (i) 25,260,987 shares issued and outstanding (including 946,325 shares subject to a right of repurchase, risk of forfeiture or restrictions on transfer multiplied by \$9.00 per share, (ii) 670,494 shares issuable upon the exercise of outstanding warrants multiplied by the \$9.00 per share and (iii) 5,792,458 shares issuable pursuant to outstanding options multiplied by \$9.00 per share. The share numbers are based on information provided by the Issuer to the Offeror(s) as of November 11, 2011, the most recent practicable date.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Fee Rate Advisory #3 for fiscal year 2012, issued September 29, 2011, by multiplying the transaction value by 0.0001146.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$32,720.07  
Form or Registration No.: Schedule TO

Filing Party: Innsbruck Acquisition Corp. and Yahoo! Inc.  
Date Filed: November 15, 2011

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

## INTRODUCTION

This Amendment No. 4 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (the “Schedule TO”), originally filed with the Securities and Exchange Commission (the “SEC”) on November 15, 2011, by Innsbruck Acquisition Corp., a Delaware corporation (“Purchaser”) and a wholly-owned subsidiary of Yahoo! Inc., a Delaware corporation (“Yahoo!”), relating to an offer by Purchaser to purchase all of the issued and outstanding shares of common stock of interclick, inc., a Delaware corporation (“interclick”), par value \$0.001 per share (the “Shares”), at a price of \$9.00 per Share, net to the seller in cash, without interest and less any applicable withholding tax (such price, or any different price per Share as may be paid in the Offer (as defined below), the “Offer Price”), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 15, 2011 (the “Offer to Purchase”), and in the related Letter of Transmittal, copies of which are filed with the Schedule TO as exhibits (which, together with any amendments or supplements, collectively constitute the “Offer”). This Amendment is being filed on behalf of Purchaser.

The information contained in the Schedule TO, including any amendments thereto, remains unchanged, except that such information is hereby amended and supplemented to the extent specifically provided herein. Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to them in the Schedule TO.

### **Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by replacing the first paragraph of Section 17 entitled “Legal Proceedings” of the Offer to Purchase with the following paragraph:

On November 8, 2011, a putative class action lawsuit captioned *Elghanian v. interclick, inc., et al. Index No. 653101/2011* was filed in the Supreme Court of the State of New York, County of New York (“Elghanian Action”). The Elghanian Action names as defendants the members of the board of directors of interclick, as well as interclick. On November 16, 2011, an amended complaint was filed in the Elghanian Action. On November 21, 2011, a putative class action lawsuit captioned *Parker v. Katz, et al. Index No. 653225/2011* also was filed in the Supreme Court of the State of New York, County of New York (“Parker Action”). The Parker Action names as defendants the members of the board of directors of interclick, interclick, Yahoo!, and Purchaser. The Elghanian and Parker Actions allege that the interclick board of directors breached its fiduciary duties to interclick’s stockholders in connection with the Offer and the Merger, that the Offer and the Merger involve an unfair price and an inadequate sales process, that certain provisions of the Merger Agreement dissuade competing offers for interclick and coerce interclick’s stockholders to support the Offer and the Merger, that defendant members of the board of directors of interclick agreed to the transactions to benefit themselves personally, and that the interclick board of directors failed to disclose all material information necessary to enable interclick’s shareholders to make an informed decision about whether to tender their shares in connection with the proposed transaction. The Parker Action further alleges that interclick, Yahoo!, and Purchaser aided and abetted those alleged breaches of fiduciary duty. The Parker and Elghanian Actions seek injunctive relief, including to enjoin the Offer and the Merger, and an award of attorneys’ and other fees and costs, in addition to other relief. The plaintiff in the Elghanian Action has also filed a motion for expedited proceedings and a motion for a preliminary injunction. On November 22, 2011, the Supreme Court of the State of New York, County of New York stayed the Elghanian Action pending adjudication by the Delaware Court of Chancery of the Lieberman and Whaley Actions (noted below), which were consolidated by the Court of Chancery on November 23, 2011. A copy of the amended complaint in the Elghanian Action and the complaint in the Parker Action are attached hereto as exhibits and are hereby incorporated herein by reference. The foregoing description of the Elghanian and Parker Actions are qualified in their entirety by reference to the copies of the amended complaint in the Elghanian Action and the complaint in the Parker Action attached hereto as exhibits.

Item 11 of the Schedule TO is hereby amended and supplemented by replacing the second paragraph of Section 17 entitled “Legal Proceedings” of the Offer to Purchase with the following paragraph:

On November 11, 2011, putative class action lawsuits captioned *Lieberman v. interclick, Inc., et al., Index No. 7039/2011* (the “Lieberman Action”) and *Whaley v. Brauser, et al., Index No. 7038/2011* (the “Whaley Action”) were filed in the Delaware Court of Chancery. On November 17, 2011, an amended complaint was filed in the Whaley Action. The Lieberman and Whaley Actions name as defendants the members of the board of directors of interclick, as well as interclick, Yahoo!, and Purchaser. The Lieberman and Whaley Actions allege that the interclick board of directors breached its fiduciary duties to interclick’s stockholders in connection with the Offer and the Merger, that the Offer and the Merger involve an unfair price and an inadequate sales process, and that defendant members of the board of directors of interclick agreed to the transactions to benefit themselves personally. The Lieberman Action alleges that certain provisions of the Merger Agreement dissuade competing offers for interclick and coerce interclick’s stockholders to support the Offer and the Merger. The Whaley Action alleges that the board of directors of interclick has failed to disclose all information necessary for interclick stockholders to make a decision with respect to the Offer and the Merger. The Lieberman Action and the Whaley Action allege that Yahoo! and Purchaser aided and abetted those breaches of fiduciary duty. The Lieberman and Whaley Actions seek injunctive relief, including to enjoin the Offer and the Merger, and an award of attorneys’ and other fees and costs, in addition to other relief. The plaintiff in the Whaley Action has also filed a motion for expedited proceedings

and a motion for a preliminary injunction. On November 23, 2011, the Delaware Court of Chancery consolidated the Lieberman and Whaley Actions into one consolidated action captioned *Whaley v. Brauser, et al.*, C.A. No. 7038-VCG. The Court of Chancery ruled that the amended complaint in the Whaley Action will serve as the operative complaint. Copies of the complaint in the Lieberman Action, the amended complaint in the Whaley Action and the Delaware Court of Chancery's consolidation order are attached hereto as exhibits and are hereby incorporated herein by reference. The foregoing description of the Lieberman Action, the Whaley Action and the Delaware Court of Chancery's consolidation order is qualified in its entirety by reference to the copies of the complaint in the Lieberman Action, the amended complaint in the Whaley Action and the Delaware Court of Chancery's consolidation order attached hereto as exhibits.

Item 11 of the Schedule TO is hereby amended and supplemented by replacing the last paragraph of Section 12 entitled "Purpose of the Offer; Plans for interclick after the Offer and the Merger" of the Offer to Purchase with the following paragraph:

On November 8, 2011, a putative class action lawsuit captioned *Elghanian v. interclick, inc., et al.* was filed in the Supreme Court of the State of New York, County of New York, naming as defendants the members of the board of directors of interclick, as well as interclick. On November 16, 2011, an amended complaint was filed in the *Elghanian* Action. On November 21, 2011, a putative class action lawsuit captioned *Parker v. Katz, et al.* also was filed in the Supreme Court of the State of New York, County of New York naming as defendants the members of the board of directors of interclick, interclick, Yahoo!, and Purchaser. On November 11, 2011, putative class action lawsuits captioned *Lieberman v. interclick, inc., et al.* and *Whaley v. Brauser et al.* were filed in the Delaware Court of Chancery, each naming as defendants the members of the board of directors of interclick, as well as interclick, Yahoo!, and Purchaser. On November 17, 2011, an amended complaint was filed in the Whaley Action. On November 22, 2011, the Supreme Court of the State of New York, County of New York stayed the *Elghanian* Action pending adjudication by the Delaware Court of Chancery of the Lieberman and Whaley Actions, which were consolidated by the Court of Chancery on November 23, 2011. See Section 17 — "Legal Proceedings" for a more detailed description of these lawsuits.

**Item 12. Exhibits**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(I) Order of Consolidation and Appointment of Co-Lead Counsel, issued by the Delaware Court of Chancery on November 23, 2011.

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Innsbruck Acquisition Corp.**

By: /s/ Michael J. Callahan

Name: Michael J. Callahan

Title: Vice President and Secretary

**Yahoo! Inc.**

By: /s/ Michael J. Callahan

Name: Michael J. Callahan

Title: Executive Vice President, General Counsel  
and Secretary

Date: November 23, 2011

## EXHIBIT INDEX

- (a)(1)(A)\* Offer to Purchase, dated as of November 15, 2011.
- (a)(1)(B)\* Letter of Transmittal.
- (a)(1)(C)\* Notice of Guaranteed Delivery.
- (a)(1)(D)\* Letter to Brokers, Dealers, Banks, Trust Companies and other Nominees.
- (a)(1)(E)\* Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and other Nominees.
- (a)(1)(F)\* Joint Press Release of Yahoo! and interclick on November 1, 2011 (incorporated by reference to the Schedule TO-C filed by Yahoo! with the SEC on November 1, 2011).
- (a)(5)(A)\* Summary Advertisement published in the New York Times on November 15, 2011.
- (a)(5)(B)\* Press Release of Yahoo! on November 15, 2011.
- (a)(5)(C)\* Complaint filed by Sam Elghanian in the Supreme Court of the State of New York, County of New York, on November 8, 2011.
- (a)(5)(D)\* Complaint filed by David Lieberman in the Delaware Court of Chancery, on November 11, 2011.
- (a)(5)(E)\* Complaint filed by Ronald Whaley in the Delaware Court of Chancery, on November 11, 2011.
- (a)(5)(F)\* Amended Complaint filed by Sam Elghanian in the Supreme Court of the State of New York, County of New York, on November 16, 2011.
- (a)(5)(G)\* Amended Complaint filed by Ronald Whaley in the Delaware Court of Chancery, on November 17, 2011.
- (a)(5)(H)\* Complaint filed by John Parker in the Supreme Court of the State of New York, County of New York, on November 21, 2011.
- (a)(5)(I) Order of Consolidation and Appointment of Co-Lead Counsel, issued by the Delaware Court of Chancery on November 23, 2011.
- (d)(1)\* Agreement and Plan of Merger, dated as of October 31, 2011, among Yahoo!, Purchaser and interclick (incorporated by reference to Exhibit 2 to the Schedule 13D filed by Yahoo! with the SEC on November 10, 2011).
- (d)(2)\* Form of Tender and Support Agreement entered into by and among Yahoo!, Purchaser and each of Michael Brauser, Barry Honig, Michael Katz, Frank Cotroneo, Brett Cravatt, David Hills, Michael Mathews, William Wise, Roger Clark, Andrew Katz, Keith Kaplan, David Myers and Jason Lynn on October 31, 2011 (incorporated by reference to Exhibit 3 to the Schedule 13D filed by Yahoo! with the SEC on November 10, 2011).
- (d)(3)\* Form of Non-Competition Agreement entered into by and among Yahoo! and each of Michael Katz, Andrew Katz, Jason Lynn, David Myers, Michael Marvul, Andrew Greenberg, Jake Dell'Aquila, Joseph Blodgett and Keith Kaplan on October 31, 2011.
- (d)(4)\* Mutual Nondisclosure Agreement, dated as of July 2, 2011, by and between interclick and Yahoo!.
- (d)(5)\* Letter Agreement, dated as of October 3, 2011, by and between interclick and Yahoo!, as amended on October 23, 2011, October 27, 2011 and October 30, 2011.
- (d)(6)\* Employment Offer Letter by and between Yahoo! and Michael Katz.
- (d)(7)\* Employment Offer Letter by and between Yahoo! and Andrew Katz.
- (d)(8)\* Employment Offer Letter by and between Yahoo! and Jason Lynn.
- (d)(9)\* Employment Offer Letter by and between Yahoo! and David Myers.

\* Previously filed.



**GRANTED**

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

RONALD WHALEY, Individually and On	)	
Behalf of All Others Similarly Situated,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 7038-VCG
	)	

MICHAEL BRAUSER, MICHAEL KATZ,	)	
FRANK COTRONEO, BRETT CRAVATT,	)	
DAVE HILLS, BARRY HONIG, MICHAEL	)	
MATHEWS, BILL WISE, INTERCLICK,	)	
INC., YAHOO! INC., AND INNSBRUCK	)	
ACQUISITION CORP.,	)	
	)	
Defendants.	)	
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DAVID LIEBERMAN, Individually and	)	
On Behalf of All Others Similarly Situated,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 7039-VCG
	)	

INTERCLICK, INC., MICHAEL BRAUSER,	)	
MICHAEL KATZ, FRANK COTRONEO,	)	
BRETT CRAVATT, DAVE HILLS, BARRY	)	
HONIG, MICHAEL MATHEWS, BILL	)	
WISE, YAHOO! INC., AND INNSBRUCK	)	
ACQUISITION CORP.,	)	
	)	
Defendants.	)	

**[PROPOSED] ORDER OF CONSOLIDATION  
AND APPOINTMENT OF CO-LEAD COUNSEL**

It appearing that the above-captioned actions involve the same subject matter, and that the administration of justice would be best served by consolidating the actions,

**IT IS HEREBY ORDERED** this \_\_\_ day of November, 2011:

1. The above-captioned actions shall be consolidated for all purposes and are referred to herein as the "Consolidated Action."
2. Hereafter, papers need only be filed in Civil Action No. 7038-VCG.

3. The consolidated case caption shall be:

IN RE INTERCLICK, INC. ) CONSOLIDATED  
SHAREHOLDERS LITIGATION ) C.A. No. 7038-VCG

4. The law firms of GLANCY BINKOW & GOLDBERG LLP, 1801 Avenue of the Stars, Suite 311, Los Angeles, California 90067 and HARWOOD FEFER LLP, 488 Madison Avenue, New York, New York 10022 are hereby appointed as Co-Lead Counsel for Plaintiffs.

5. The law firm of RIGRODSKY & LONG, P.A., 919 North Market Street, Suite 980, Wilmington, Delaware 19801 is hereby designated as Liaison Counsel for Plaintiffs.

6. All documents previously filed to date in any of the cases consolidated herein are deemed a part of the record in the Consolidated Action. The Amended Verified Class Action Complaint filed in C.A. No. 7038-VCG shall be designated as operative, and defendants need not respond to any of the complaints currently pending in the other constituent actions.

7. Co-Lead Counsel for Plaintiffs shall set policy for plaintiffs for the prosecution of this litigation, ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery proceedings, provide direction, supervision and coordination of all activities of plaintiffs' counsel and have the authority to negotiate a settlement, subject to approval of plaintiffs and the Court. Any agreement reached between counsel for defendants and Co-Lead Counsel for Plaintiffs shall be binding on the other Co-Lead Counsel, Liaison Counsel, and plaintiffs.

8. Co-Lead Counsel for Plaintiffs shall assume the following powers and responsibilities:

- a. coordinate and direct the preparation of pleadings;
- b. coordinate and direct the briefing and argument of motions;
- c. coordinate and direct the conduct of discovery and other pretrial proceedings;
- d. coordinate and direct class certification proceedings;
- e. coordinate the selection of counsel to act as the plaintiffs' spokesperson at pretrial conferences;
- f. call meetings of plaintiffs' counsel as they deem necessary and appropriate from time to time;
- g. conduct any and all settlement negotiations with counsel for the defendants;
- h. coordinate and direct the preparation for trial and trial of this matter, and delegate work responsibilities to selected counsel as may be required;
- i. coordinate and direct any other matters concerning the prosecution or resolution of the Consolidated Action.

and

9. Co-Lead Counsel for Plaintiffs shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court, as well as for communications to and from this Court. No motion, request for discovery or other pretrial or trial proceedings shall be initiated or filed by any plaintiffs except through Co-Lead Counsel for Plaintiffs.



10. When a case which properly belongs as part of the Consolidated Action is hereafter filed in the Court or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the Court the filing or transfer of any case which might properly be consolidated as part of the Consolidated Action, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

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Vice Chancellor

**Court:** DE Court of Chancery Civil Action

**Judge:** Multi-case

**File & Serve**

**Transaction ID:** 40991446

**Current Date:** Nov 23, 2011

**Case Number:** Multi-case

**Case Name:** Multi-case

/s/ Judge Sam Glasscock