

Tree.com, Inc.
Form 8-K
June 13, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **June 12, 2012**

Tree.com, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34063
(Commission
File Number)

26-2414818
(IRS Employer
Identification No.)

11115 Rushmore Drive, Charlotte, NC
(Address of principal executive offices)

28277
(Zip Code)

Registrant's telephone number, including area code: **(704) 541-5351**

Not Applicable

(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))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

On June 12, 2012, Tree.com, Inc. (the Company) held its 2012 Annual Meeting of Stockholders (the Annual Meeting). The holders of an aggregate of 11,295,585 shares of the Company's common stock were entitled to vote at the Annual Meeting and a total of 10,795,086 shares of the Company's common stock were represented at the Annual Meeting in person or by proxy. The stockholders considered and voted on three proposals submitted for stockholder vote, each of which is described in detail in the Company's 2012 proxy statement prepared for the Annual Meeting.

The following are the voting results on each matter submitted for stockholder vote at the Annual Meeting.

Proposal 1 - Election of Directors

The following nominees for election to the board of directors were elected, each for a one-year term or until their successor has been duly elected and qualified:

| | For | Withheld | Broker Non-Votes |
|-----------------|------------|-----------------|-------------------------|
| Peter Horan | 8,640,942 | 699,551 | 1,454,593 |
| W. Mac Lackey | 9,058,842 | 281,651 | 1,454,593 |
| Douglas Lebda | 9,283,526 | 56,967 | 1,454,593 |
| Joseph Levin | 7,594,373 | 1,746,120 | 1,454,593 |
| Patrick McCrory | 7,623,459 | 1,717,034 | 1,454,593 |
| Steve Ozonian | 7,394,866 | 1,945,627 | 1,454,593 |
| Mark Sanford | 8,919,228 | 421,265 | 1,454,593 |

Proposal 2. Ratification of Independent Registered Public Accounting Firm

The board of directors' proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2012 fiscal year was approved based on the following votes:

| For | Against | Abstentions |
|------------|----------------|--------------------|
| 10,783,697 | 10,640 | 749 |

Proposal 3. Approval of Amendment and Restatement of the Second Amended and Restated Tree.com 2008 Stock and Annual Incentive Plan.

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The board of directors proposal to amend and restate the Second Amended and Restated Tree.com 2008 Stock and Annual Incentive Plan was approved based on the following votes:

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 7,290,399 | 2,049,401 | 693 | 1,454,593 |

SIGNATURE

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 hereunto duly authorized.

Date: June 13, 2012

TREE.COM, INC.

By:

/s/ Katharine F. Pierce
Katharine F. Pierce
Assistant General Counsel & Corporate Secretary