

Tree.com, Inc.  
Form 8-K  
April 30, 2010

**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): **April 28, 2010**

**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 1.01.** *Entry into a Material Definitive Agreement.*

As described in Item 2.03 below, on April 28, 2010, Home Loan Center, Inc. ( HLC ), a subsidiary of Tree.com, Inc. (the Registrant ), entered into an amendment to its existing warehouse line of credit with Bank of America. The information set forth below under Item 2.03 is incorporated by reference into this Item 1.01.

**Item 2.02.** *Results of Operations and Financial Condition.*

On April 30, 2010, the Registrant announced financial results for the first quarter ended March 31, 2010. A copy of the related press release is furnished as Exhibit 99.1.

**Item 2.03.** *Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.*

On April 28, 2010, Home Loan Center, Inc. ( HLC ), a subsidiary of the Registrant, entered into an amendment to its existing warehouse line of credit with Bank of America. The amendment extends the termination date from April 30, 2010 to June 29, 2010. The amendment also decreases the percentage of loans originated by HLC which are required to be sold to Bank of America from 50% to 25% of Conventional Conforming loans and 25% of Government Mortgage Loans. The amount of the pair-off fee charged on the difference between the required and actual volume of loans sold to Bank of America is also reduced from 0.375% to 0.250%. A copy of the amendment is attached as Exhibit 10.1.

**Item 5.07.** *Submission of Matters to a Vote of Security Holders*

On April 28, 2010, the Registrant held its 2010 Annual Meeting of Stockholders (the Annual Meeting ).

The following are the voting results on each matter submitted to the Registrant's Stockholders at the Annual Meeting.

1. Election to the Registrant's Board of Directors the following 7 nominees:

|               | <b>For</b> | <b>Withheld</b> |
|---------------|------------|-----------------|
| Peter Horan   | 5,583,020  | 2,092,851       |
| W. Mac Lackey | 7,634,491  | 41,380          |
| Douglas Lebda | 7,603,682  | 72,189          |
| Joseph Levin  | 7,632,609  | 43,262          |

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|                 |           |        |
|-----------------|-----------|--------|
| Patrick McCrory | 7,605,376 | 70,495 |
| Lance Melber    | 7,605,377 | 70,494 |
| Steve Ozonian   | 7,602,490 | 73,381 |

2. Ratification of appointment of Deloitte & Touche LLP as the Registrant's independent registered public accounting firm for the 2010 fiscal year:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 9,466,928  | 40,127         | 956                |

**Item 9.01.** *Financial Statements and Exhibits.*

**(d) Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 10.1                      | Amendment No. 1 to Transactions Terms Letter, made and entered into as of April 28, 2010 by and between Home Loan Center, Inc. d/b/a LendingTree Loans and Bank of America |
| 99.1                      | Press Release, dated April 30, 2010, with respect to the Registrant's financial results for the first quarter ended March 31, 2010.  |

**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: April 30, 2010

**TREE.COM, INC.**

By:

*/s/ MATTHEW PACKEY*

Matthew Packey

Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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