

Tree.com, Inc.
Form 424B3
February 19, 2010

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-152700

Prospectus Supplement No. 4 to

Prospectus Dated May 18, 2009

Tree.com, Inc.

3,678,664 Shares of Common Stock, Par Value \$0.01 Per Share

This prospectus supplement no. 4 supplements and amends information in the prospectus dated May 18, 2009, as supplemented and amended by prospectus supplement no. 1 dated November 10, 2009, prospectus supplement no. 2 dated January 5, 2010 and prospectus supplement no. 3 dated January 15, 2010 (together, the Prospectus). You should read this prospectus supplement in conjunction with the Prospectus. This supplement is qualified by reference to the Prospectus, except to the extent that the information herein supersedes the information contained in the Prospectus.

This prospectus supplement includes our Current Reports on Form 8-K dated February 5, 2010 and February 15, 2010 (other than the portions of such documents furnished to the Securities and Exchange Commission but not deemed to have been filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended).

As indicated under Risk Factors on page 2 of the Prospectus, in reviewing this prospectus supplement and the Prospectus, you should carefully consider the risks beginning on page 6 of our Annual Report on Form 10-K for the Fiscal Year ended December 31, 2008, as supplemented by the risks beginning on pages 45, 55 and 55, respectively, of our Quarterly Reports on Form 10-Q for the Quarterly Periods ended March 31, June 30 and September 30, 2009.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

This supplement is part of the Prospectus and must accompany the Prospectus to satisfy prospectus delivery requirements under the Securities Act of 1933, as amended.

The date of this prospectus supplement is February 19, 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): **February 5, 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))
-

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

On February 5, 2010, Tree.com, Inc. announced financial results for the fourth quarter ended December 31, 2009. A copy of the related press release is furnished as Exhibit 99.

Item 9.01. *Financial Statements and Exhibits.*

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 99 | Press Release, dated February 5, 2010, with respect to the Company's financial results for the fourth quarter ended December 31, 2009 |

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: February 5, 2010

TREE.COM, INC.

By:

/S/ MATTHEW PACKEY
Matthew Packey
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

| Exhibit | Description |
|----------------|---|
| 99 | Press Release, dated February 5, 2010, with respect to the Company's financial results for the fourth quarter ended December 31, 2009 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

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-

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

As described in Item 2.03 below, on February 15, 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 PNC Bank, National Association (as successor to National City Bank). The information set forth below under Item 2.03 is incorporated by reference into this Item 1.01.

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

On February 15, 2010, HLC entered into an amendment to its existing warehouse line of credit with PNC Bank, National Association (as successor to National City Bank). The amendment fixes the commitment amount at \$40.0 million through the termination date that has been extended from April 30, 2010 to June 30, 2010. No advances under the warehouse line may be requested or funded after May 31, 2010. The amendment also increases the applicable interest rate on borrowings to 30-day LIBOR plus 300 basis points and modifies the liquidity covenant to require HLC to maintain at least \$25.0 million of liquid assets at all times.

Item 8.01. *Other Events.*

On February 17, 2010, LendingTree, LLC (LendingTree), a wholly-owned subsidiary of Tree.com, Inc., and Block Financial Corporation (Block) settled their outstanding patent litigation (*Block Financial Corp. v. LendingTree, Inc.*, No. 01-cv-1007 ODS (U.S. Dist. Ct., W.D. Mo.); *LendingTree, LLC v. Block Financial LLC*, No. 08-cv-164 ODS (U.S. Dist. Ct., W.D. Mo.)). The lawsuit alleges that LendingTree s loan-matching process infringes U.S. Patent No. 6,014,645 (the 645 Patent), which generally claims a real-time application system for financial cards, and U.S. Patent No. 7,310,617 (the 617 Patent), a continuation of the 645 Patent that purports to claim a real-time application system for financial offerings (as opposed to only financial cards). In connection with the settlement, LendingTree will pay Block \$3.25 million, and Block will grant LendingTree a fully paid-up, perpetual, irrevocable, non-exclusive, worldwide, right and license under both the 645 Patent and the 617 Patent. Both LendingTree and Block will release each other from any claims they may have against the other based on acts or omissions occurring before the date of the settlement.

Item 9.01. *Financial Statements and Exhibits.*

(d) Exhibits.

| Exhibit Number | Description |
|----------------|--|
| 10.1 | Fourth Amendment to Warehousing Credit Agreement, made and entered into as of February 15, 2010 by and among Home Loan Center, Inc. d/b/a LendingTree Loans, PNC Bank, National Association (successor to National City Bank) and PNC Bank, National Association (successor to National City Bank), in its capacity as Agent for the Banks (as defined therein). |

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: February 19, 2010

TREE.COM, INC.

By:

/S/ MATTHEW PACKEY
Matthew Packey
*Senior Vice President and
Chief Financial Officer*

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