SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] Hayek Christopher | 2. Date of Event Requiring Statement (Month/Day/Year) 05/28/2010 | | 3. Issuer Name and Ticker or Trading Symbol <u>Tree.com, Inc.</u> [TREE] | | | | | |
|---|--|--|---|---|--|---|---|--|
| (Last) (First) (Middle) 11115 RUSHMORE DRIVE | | (| 4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) | on(s) to Issue 10% Owne Other (spe below) | r (Mo cify 6. Ir | nth/Day/Year) | ate of Original Filed /Group Filing (Check | |
| (Street) CHARLOTTE NC 28277 | | | SVP & Chief Account | ing Officer | 2 | | y One Reporting Person y More than One erson | |
| (City) (State) (Zip) | | | | | | | | |
| | Table I - Noi | n-Derivati | ve Securities Beneficial | y Owned | | | | |
| 1. Title of Security (Instr. 4) | | | Amount of Securities eneficially Owned (Instr. 4) | | | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| (e | | | Securities Beneficially nts, options, convertible | | 5) | | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Secur | | | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | ate | Underlying Derivative Securi | | 4. Conversion or Exercise | Ownership Form: | Beneficial Ownership | |
| | | ate | | | Conversion | Ownership | Beneficial Ownership | |
| Options to Purchase Common Stock | (Month/Day/Y Date Exercisable | ear) Expiration | Underlying Derivative Securi | ty (Instr. 4) Amount or Number of | Conversion or Exercise Price of Derivative | Ownership Form: Direct (D) or Indirect | Beneficial Ownership | |
| Options to Purchase Common Stock Restricted Stock Units | (Month/Day/Y Date Exercisable 01/31/2009 ⁽¹⁾ | ate Year) Expiration Date | Underlying Derivative Securi Title Common Stock | ty (Instr. 4) Amount or Number of Shares | Conversion or Exercise Price of Derivative Security | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | Beneficial Ownership | |
| • | (Month/Day/Y Date Exercisable 01/31/2009 ⁽¹⁾ 02/06/2011 ⁽²⁾ | Expiration Date | Underlying Derivative Securi Title Common Stock Common Stock | ty (Instr. 4) Amount or Number of Shares 4,150 | Conversion or Exercise Price of Derivative Security 7.46 | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | Beneficial Ownership | |
| Restricted Stock Units | (Month/Day/Y Date Exercisable 01/31/2009 ⁽¹⁾ 02/06/2011 ⁽²⁾ 02/16/2011 ⁽³⁾ | tte (ear) Expiration Date 01/31/2018 ⁽¹⁾ 02/06/2011 ⁽²⁾ | Underlying Derivative Securi Title Common Stock Common Stock Common Stock | ty (Instr. 4) Amount or Number of Shares 4,150 599 | Conversion or Exercise Price of Derivative Security 7.46 0 | Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D | Beneficial Ownership | |

Explanation of Responses:

1. This stock option vests in four equal annual installments beginning on January 31, 2009.

2. These restricted stock units vest in full on February 6, 2011.

3. These restricted stock units vest in two equal annual installments beginning on February 16, 2011.

4. These restricted stock units vest in three equal annual installments beginning on February 17, 2011.

5. These restricted stock units vest in three equal annual installments beginning on February 11, 2011.

<u>/s/ Debra Ashley as Attorney-</u> in-Fact for Christopher Hayek

06/04/2010

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Christopher Hayek, has authorized and designated Debra Ashley and Megan Fine, signing singly, to execute and file on the undersigned's behalf all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Tree.com, Inc. The authority of Debra Ashley and Megan Fine under this Confirming Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in the securities of Tree.com, Inc., unless earlier revoked in writing. The undersigned acknowledges that Debra Ashley and Megan Fine are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities and Exchange Act of 1934.

/s/ CHRISTOPHER HAYEK

June 2, 2010