

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 8-K/A**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **March 19, 2009**

**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)

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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**Explanatory Note:** This filing amends the Current Report on Form 8-K filed by Tree.com, Inc. (the "Company") on March 25, 2009 reporting a change in the Company's independent registered public accounting firm (the "Prior Report"). This Current Report on Form 8-K/A amends and restates in its entirety Items 4.01 and 9.01 of the Prior Report (including the exhibit thereto) to clarify that (i) the Company had no consultations with Deloitte & Touche LLP during the fiscal years ended December 31, 2008 and December 31, 2007 or through March 19, 2009, and (ii) the Company informed Ernst & Young LLP of its dismissal on March 19, 2009.

**Item 4.01. Changes in Registrant's Certifying Accountant.**

*(a) Dismissal of independent registered public accounting firm*

The Audit Committee of the Board of Directors (the "Audit Committee") of Tree.com, Inc. (the "Company") conducted a competitive process to select a firm to serve as the Company's independent registered public accounting firm for the 2009 fiscal year. The Audit Committee invited several firms to participate in this process, including Ernst & Young LLP ("E&Y"), the Company's independent registered public accounting firm for fiscal 2008.

As a result of this process, on March 19, 2009, the Audit Committee (i) dismissed E&Y as the Company's independent registered public accounting firm and (ii) engaged Deloitte & Touche LLP ("Deloitte") as the Company's independent registered public accounting firm for fiscal 2009.

We informed E&Y of their dismissal on March 19, 2009. E&Y's audit reports on the Company's consolidated financial statements as of and for the fiscal years ended December 31, 2008 and December 31, 2007 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty or audit scope. E&Y's audit report for the fiscal years ended December 31, 2008 and December 31, 2007 included an explanatory paragraph related to the Company's adoption of Statements of Financial Accounting Standards No. 157 and 159. During the fiscal years ended December 31, 2008 and December 31, 2007, respectively, and through March 19, 2009 there were: (i) no disagreements between the Company and E&Y on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of E&Y, would have caused E&Y to make reference to the subject matter of the disagreement in their reports on the financial statements for such years, and (ii) no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided E&Y with a copy of the disclosures it is making in this Current Report on Form 8-K/A (the "Report") prior to the time the Report was filed with the Securities and Exchange Commission (the "SEC"). The Company requested that E&Y furnish a letter addressed to the SEC stating whether or not it agrees with the statements made herein. A copy of E&Y's letter dated April 6, 2009 is attached as Exhibit 16.1 hereto.



April 6, 2009

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

We have read Item 4.01(a) of Form 8-K/A dated March 19, 2009 of Tree.com, Inc. and are in agreement with the statements contained in the third and fourth paragraphs of Item 4.01(a) therein. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young LLP

A member firm of Ernst & Young Global Limited

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4561

April 3, 2009

Matthew A. Packey  
Senior Vice President and  
Chief Financial Officer  
Tree.com, Inc.  
11115 Rushmore Drive  
Charlotte, North Carolina 28277

**RE: Tree.com, Inc.  
Item 4.01 Form 8-K Filed March 25, 2009  
File No. 1-34063**

Dear Mr. Packey:

We have reviewed your Form 8-K and have the following comments. In our comments we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 8-K Filed March 25, 2009

Item 4.01 Changes In Registrant's Certifying Accountant

(b) Engagement of new registered public accounting firm

1. Revise the last sentence of the discussion to encompass the subsequent interim period prior to engaging Deloitte & Touche LLP. Refer to Item 304 (a)(2) of Regulation S-K.

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Item 9.01 Financial Statements and Exhibits

(d) Exhibit

2. Provide a new letter of the former accountants that addresses the revised disclosure. In particular, the letter should address the second paragraph regarding the dismissal date.

Please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made. In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Chris Harley, Staff Accountant, at (202) 551-3695 if you have questions.

Sincerely,



11115 Rushmore Drive, Charlotte, North Carolina 28277

April 6, 2009

VIA EDGAR

Ms. Chris Harley  
Staff Accountant  
Mail Stop 4561  
United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, NE  
Washington, DC 20549

**Re:           Tree.com, Inc.  
              Current Report on Form 8-K dated March 19, 2009  
              Filed March 25, 2009  
              File No. 001-34063**

Dear Ms. Harley:

Tree.com, Inc. (the "Company") has the following responses to the comments of the Staff (the "Staff") of the Securities and Exchange Commission (the "Commission") set forth in your letter dated April 3, 2009, with respect to the above referenced filing. We have included these responses in the Current Report on Form 8-K/A, filed herewith (the "Form 8-K/A").

For your convenience of reference, we have included the Staff's comments below in bold text with the Company's corresponding responses to such comments.

**Form 8-K filed March 25, 2009**

Item 4.01 Changes In Registrant's Certifying Accountant

(b) Engagement of new registered public accounting firm

**1.       Revise the last sentence of the discussion to encompass the subsequent interim period prior to engaging Deloitte & Touche LLP. Refer to Item 304 (a)(2) of Regulation S-K.**

In the Form 8-K/A, the Company has revised the last sentence of the discussion to encompass the subsequent interim period (through March 19, 2009) prior to engaging Deloitte & Touche LLP.

Item 9.01 Financial Statements and Exhibits

(d) Exhibit

**2.       Provide a new letter of the former accountants that addresses the revised disclosure. In particular, the letter should address the second paragraph regarding the dismissal date.**

In the Form 8-K/A, the Company added a sentence to the third paragraph stating that Ernst & Young LLP (E&Y") was notified of its dismissal on March 19, 2009. E&Y issued a new letter confirming their agreement with the statements in the third and fourth paragraphs of the Form 8-K/A (which now includes the date of their dismissal). E&Y's new letter, dated April 6, 2009, is attached as Exhibit 16.1 to the Form 8-K/A.

\* \* \*

The Company acknowledges that:

- it is responsible for the adequacy and accuracy of the disclosure in the filing;

- comments from the Staff of the Commission or changes to disclosure in response to Staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- it may not assert Staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Should you have any questions, please do not hesitate to contact me at 704.943.8942.

Very truly yours,

/s/ Jacqueline Jarvis Jones

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Jacqueline Jarvis Jones

cc: Matthew A. Packey

Irv Bisnov (Deloitte & Touche LLP)  
Keith D. Lupton (Ernst & Young LLP)