

Tree.com, Inc.  
Form 8-K  
December 16, 2009

**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): **December 10, 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)

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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 2.05. *Costs Associated with Exit or Disposal Activities.***

On December 10, 2009, Tree.com, Inc. (the Company) committed to a restructuring plan in which it will reorganize certain processes and eliminate certain duplicative cost structures, principally combining the Company's call center functions into one centrally managed organization and reducing redundant network and corporate staff roles. The Company anticipates that it will incur restructuring charges of approximately \$6.1 million in the fourth quarter of 2009 and that actions related to this restructuring plan will be substantially completed by the end of the first quarter of 2010. The expected restructuring charge will include approximately \$1.9 million for termination benefits to be paid in the fourth quarter of 2009 and the first quarter of 2010, \$3.1 million for remaining rent obligations, net of expected sub-lease income, which will be paid through June 2015 and approximately \$1.0 million related to the write-off of assets that will be taken out of service as a result of the restructuring. As a result of this plan, the Company expects to decrease annualized compensation costs by approximately \$5.5 million and facilities and overhead costs by \$3.0 million commencing in 2010.

This Item 2.05 contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In general, the use of words such as anticipates, estimates, expects, projects, intends, plans and believes, among others, identify forward-looking statements. These forward-looking statements include, but are not limited to, statements related to the nature of the Company's restructuring plan, the timing of the implementation of the restructuring plan, the amount of the restructuring charge to be incurred in connection with the restructuring plan, and the cost savings expected to result from the restructuring plan. These forward-looking statements are based on management's current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

Actual results could differ materially from those contained in the forward-looking statements included in this report for a variety of reasons, including, among others, the risk factors described in our Annual Report on Form 10-K for the fiscal year ending December 31, 2008 and in our Quarterly Reports for the fiscal quarters ended March 31, June 30 and September 30, 2009. Other unknown or unpredictable factors that could also adversely affect the Company's business, financial condition and results of operations may arise from time to time. In light of these risks and uncertainties, the forward-looking statements discussed in this report may not prove to be accurate. Accordingly, you should not place undue reliance on these forward-looking statements, which only reflect the views of Company management as of the date of this report. The Company does not undertake to update these forward-looking statements.

**Item 7.01. *Regulation FD Disclosure.***

On December 10, 2009, the Company issued a press release announcing revenue and earnings guidance for its fiscal year ending December 31, 2010. A copy of the press release is furnished as Exhibit 99.

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

**(d) Exhibits.**

Exhibit Number	Description
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99	Press Release dated December 10, 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: December 16, 2009

**TREE.COM, INC.**

By:

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

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
99	Press Release dated December 10, 2009