

Market Leader, Inc.  
Form 8-K  
May 30, 2012

**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): 5/24/2012

**Market Leader, Inc.**

(Exact name of registrant as specified in its charter)

Commission File Number: 000-51032

Washington  
(State or other jurisdiction of

91-1982679  
(IRS Employer

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incorporation)

Identification No.)

11332 NE 122nd Way, Suite 200, Kirkland WA 98034

(Address of principal executive offices, including zip code)

425-952-5500

(Registrant's telephone number, including area code)

(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))

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

The Company held its 2012 Annual Meeting of Shareholders on May 24, 2012. At the 2012 Annual Meeting, the Company's shareholders elected one director and ratified the appointment of KPMG, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

The proposals acted upon at the 2012 Annual Meeting and the voting results for each proposal were as follows:

Proposal 1: Election of one director nominated by the Company's Board of Directors, to serve for a term expiring in 2015 or until a respective successor has been duly elected and qualified.

Nominee	For	Withheld	Abstain or Broker Non-Votes
Nicolas J. Hanauer	12,817,600	5,638,118	4,311,146

Proposal 2: Ratification of the appointment of KPMG, LLP, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
22,750,260	16,429	175

**Signature(s)**

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.

Market Leader, Inc.

Date: May 30, 2012

By: /s/ Jacqueline Davidson  
Jacqueline Davidson  
Chief Financial Officer