

Market Leader, Inc.  
Form 8-K  
February 14, 2012

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**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): 02/08/2012**

**Market Leader, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-51032**

**Washington**  
(State or other jurisdiction of  
incorporation)

**91-1982679**  
(IRS Employer  
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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 8, 2012, the Compensation Committee approved the Market Leader, Inc. 2012 Executive Variable Compensation Plan (the "Plan"), which provides for annual incentive payments to executive officers upon achievement of specified quarterly performance goals. Incentive compensation is based on a percentage of base salary for each executive officer ranging from 45% to 100% depending on level of achievement. The Compensation Committee will assess achievement of the stated goals, determine and approve incentive payments for each executive officer and may modify incentive payment amounts or award vehicles and differentiate between executives in their discretion. Executives will not receive a bonus under the Plan if minimum performance targets are not met.

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**SIGNATURES**

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: February 13, 2012

By: /s/ Jacqueline Davidson

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Jacqueline Davidson  
Chief Financial Officer