

Market Leader, Inc.  
Form 8-K  
February 24, 2011

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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): 02/17/2011**

**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 1.01. Entry into a Material Definitive Agreement**

On February 17, 2011, Market Leader, Inc. (the "Company") entered into a Master Services Agreement and a related Statement of Work with Imprev, Inc. ("Imprev") to allow for integration of Imprev's marketing design software solution with the Company's marketing and business platform for real estate professionals to be delivered as a software-as-a-service solution ("SaaS") to Keller Williams professionals. The initial term of the agreement is three years with one year renewal options thereafter. The agreement provides for minimum payments to Imprev of approximately \$3.6 million through the initial term, beginning in February 2011 and paid on a monthly basis. In addition, Market Leader will pay Imprev a percentage of revenue generated from the premium SaaS solutions available to KW professionals.

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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 24, 2011

By: /s/ Jacqueline Davidson

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Jacqueline Davidson  
Chief Financial Officer