2012

market leader®

ANNUAL REPORT

To our Shareholders, Customers, and Employees,

2012 marked a major milestone for Market Leader, as we achieved our second consecutive year of more than 30% revenue growth. During the year, we demonstrated both strong revenue growth and operating leverage; while at the same time, we successfully executed on key strategic initiatives that pave the way for similar progress in 2013 and beyond.

Market Leader's growing industry leadership is the result of two distinct competitive advantages– our **unmatched access** to real estate professionals and our **unparalleled software-as-a-service platform**.

Market Leader's software leadership serves as the cornerstone of our strategy focused on establishing deep, long-term relationships with real estate professionals. Over the past two years, Market Leader has increased our customer base from fewer than 20,000 agents to nearly 125,000. This strong growth began with the signing and rollout of the company's first national enterprise partner in 2011 and the success we've seen with this partnership has attracted the attention of other national franchises.

During 2012, Market Leader signed enterprise-wide agreements with two more of the nation's leading real estate franchise companies. These new enterprise partnerships will be drivers of continued revenue growth and are expected to extend Market Leader's already unmatched access to real estate professionals.

Together with the company's social media network – the largest of its kind in real estate with more than 330,000 professional members–these partnerships give Market Leader access to more than one out of every three real estate professionals in North America. This unmatched access to real estate professionals provides Market Leader with broad access to the $24 billion spent annually across the highly fragmented real estate technology and marketing services category.

Market Leader's strong growth and industry leadership has also been driven by the success that customers are seeing with our highly differentiated software as a service (SaaS) based products. During 2012, Market Leader extended our sizable software leadership by making numerous enhancements to our already comprehensive SaaS platform. These significant enhancements include the integration of the industry's leading email and print marketing suite with our software platform, providing real estate professionals with a single, fully integrated and comprehensive solution that includes everything they need to grow and manage their businesses. While countless companies are engaged in the delivery of niche applications to real estate professionals, no company offers nearly the comprehensive scope of our end-to-end platform.

As we look ahead, we believe our software leadership, key partnerships with the industry's leading real estate companies, and unmatched access to real estate professionals all position Market Leader for industry leadership. These core strategic advantages combined with a steadily improving real estate market make this a great time to be at Market Leader as we move toward a very strong 2013 and our next milestone of $100 million in revenue.

I want to thank our customers for their passion for our services, our employees for their dedication to the success of our customers, and our shareholders for their continued support for Market Leader. We look forward to working together on great success in 2013 and in the years ahead.

Sincerely,

Ian Morris
President and CEO

Notice of Annual Meeting of Shareholders and Proxy Statement

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held on May 23, 2013

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Market Leader, Inc. (“Market Leader”) which will be held on May 23, 2013 at 10:00 a.m. local time at Market Leader’s principal executive offices located at 11332 NE 122nd Way, Suite 200, Kirkland, WA 98034. Shareholders of record who owned our common stock at the close of business on April 1, 2013, are entitled to vote at the Annual Meeting. At the Annual Meeting we will ask you to:

- elect two directors to our Board of Directors to serve for a 3-year term as more fully described in the accompanying Proxy Statement;
- ratify the appointment of KPMG LLP, as Market Leader’s Independent Registered Public Accounting Firm for fiscal year 2013;
- to approve, on an advisory basis, the compensation of our named executive officers;
- to vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers; and
- transact any other business properly presented at the Annual Meeting.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE PROPOSED DIRECTORS DESCRIBED IN THE PROXY STATEMENT, “FOR” THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013, AND“FOR” THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. THE BOARD OF DIRECTORS ALSO RECOMMENDS A VOTE TO CONDUCT FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS ANNUALLY.

To assure your representation at the Annual Meeting, you are urged to submit your proxy as promptly as possible. Registered shareholders may vote by Internet, by telephone or by completing, signing, dating and returning the enclosed proxy card as promptly as possible in the enclosed postage prepaid envelope. Your shares will be voted in accordance with your instructions. You may attend the Annual Meeting and vote in person even if you have previously returned your proxy card or voted by Internet or telephone.

If your shares are registered in the name of a broker, bank or other holder of record, please follow the voting instructions you receive from the holder of record to vote your shares. If your shares are registered in the name of a broker, bank or other holder of record and you plan to attend the Annual Meeting in person, please bring a letter, account statement or other evidence of your beneficial ownership as of April 1, 2013 to the Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 23, 2013

The proxy statement, 2012 annual report to shareholders and other proxy materials are available at ***http://www.RRDEZProxy.com/2013/LEDR***.

By Order of the Board of Directors,

Ian Morris
President and Chief Executive Officer

April 15, 2013

MARKET LEADER, INC.

PROXY STATEMENT
FOR
2013 ANNUAL MEETING OF SHAREHOLDERS

INFORMATION CONCERNING SOLICITATION AND VOTING

General

This Proxy Statement is being furnished in connection with the solicitation by the Board of Directors of Market Leader, Inc. ("Market Leader" or the "Company") of proxies for use at the 2013 Annual Meeting of Shareholders (the "Annual Meeting") to be held at Market Leader's principal executive offices located at 11332 NE 122nd Way, Suite 200, Kirkland, WA 98034 at 10:00 a.m. local time on May 23, 2013. Market Leader's telephone number at its principal executive offices is 425-952-5500. You may contact us at this telephone number to obtain directions to be able to attend the Annual Meeting and vote in person. It is expected that this Proxy Statement and the accompanying proxy card will be mailed to shareholders on or about April 22, 2013.

Record Date and Outstanding Shares

Shareholders of record who owned our common stock at the close of business on Monday, April 1, 2013 are entitled to notice of and to attend and vote at the Annual Meeting. On that date, 26,997,090 shares of common stock were issued and outstanding.

Voting Procedures

Proxies

Registered shareholders may vote by mail, by telephone or by Internet.

- To vote by mail, please complete, sign, date and mail your proxy card in the postage prepaid envelope provided. Proxies should be mailed sufficiently in advance to ensure receipt prior to the Annual Meeting.
- To vote by telephone, call toll-free 1-800-652-8683 from any touch-tone telephone and follow the instructions. Have your proxy card available when you call. If you vote by phone, you do not need to mail your proxy card. Telephone voting is available until 11:59 p.m. Eastern on May 22, 2013.
- You can vote on the Internet at *http://www.investorvote.com/LEDR*. Have your proxy card in hand when going online and follow the online instructions. If you vote by the Internet, you do not need to mail your proxy card. Internet voting is available up until 11:59 p.m. Eastern on May 22, 2013.

If your shares are held of record in the name of a bank, broker or other nominee you should follow the separate instructions that the nominee provides to you. Although most banks and brokers now offer telephone and Internet voting, availability and specific processes will depend on their voting arrangements.

If the Annual Meeting is postponed or adjourned for any reason, at any subsequent reconvening of the Annual Meeting all proxies will be voted in the same manner as the proxies would have been voted at the original convening of the Annual Meeting, except for any proxies that have at that time effectively been revoked or withdrawn, even if the proxies had been effectively voted on the same or any other matter at a previous meeting.

In Person at the Annual Meeting

If you attend the Annual Meeting and wish to vote in person, you may request a ballot when you arrive. If your shares are held of record in the name of your bank, broker or other nominee and you would like to vote in person at the Annual Meeting, you must bring to the Annual Meeting a letter, account statement or other evidence from the nominee indicating that you were the beneficial owner of the shares on April 1, 2013, the record date for the Annual Meeting.

Revocability of Proxies

If you give your proxy card to us or vote by telephone or the Internet, you have the power to revoke your proxy or change your vote by taking any of the following actions before your proxy is voted at the Annual Meeting:

- Voting again by telephone or Internet;
- notifying the Secretary of Market Leader in writing before the Annual Meeting;
- delivering to the Secretary of Market Leader before the Annual Meeting a signed proxy card with a later date; or
- attending the Annual Meeting and voting in person.

However, attendance at the Annual Meeting will not, by itself, revoke a proxy.

Matters Being Presented at the Annual Meeting

You are being asked to elect two directors to our Board of Directors nominated by the Board to serve until the 2016 Annual Meeting of Shareholders, to ratify the appointment of KPMG LLP as our independent registered public accounting firm, to vote, on an advisory basis, on the compensation of our named executive officers, and to vote, on an advisory basis, on the frequency of future advisory votes on executive compensation.

Quorum and Voting

The presence at the Annual Meeting, in person or by proxy, of the holders of at least a majority of the shares of common stock outstanding on the record date will constitute a quorum for purposes of conducting business at the Annual Meeting. Abstentions and broker non-votes will be included in determining the presence of a quorum at the Annual Meeting.

For the proposal relating to the election of the directors, the nominees for election to the Board of Directors who receive the greatest number of affirmative votes cast by holders of common stock present, in person or by proxy, and entitled to vote at the Annual Meeting, will be elected to the Board of Directors. You are not entitled to cumulate votes in the election of directors. In a plurality election such as this, broker non-vote, abstentions and withhold votes have no effect on the outcome, since approval by a specified percentage of the shares present or outstanding is not required to elect directors.

For the proposal relating to the ratification of KPMG LLP as our independent registered public accounting firm and the advisory vote on the compensation of our named executive officers as well as any other proposals that properly come before the meeting, the votes cast “for” must exceed the votes cast “against” to be approved. Abstentions and, if applicable, broker non-votes are not counted as votes “for” or “against” these proposals and therefore do not affect the outcome.

For the proposal relating to the advisory vote on the frequency to conduct future advisory votes on the compensation of our named executive officers, we will consider the alternative receiving the greatest number of votes—one year, two years, or three years—to be the frequency the shareholders approve. Abstentions and, if applicable, broker non-votes are not counted as votes in favor of any frequency alternative (one year, two years, or three years).

You are entitled to one vote for each share of common stock you held as of the record date. If your shares are represented by proxy, they will be voted in accordance with your directions. If your proxy is signed and returned without any directions given, your shares will be voted in accordance with our Board of Directors' recommendations.

We are not aware, as of the date of this Proxy Statement, of any matters to be voted on at the Annual Meeting other than as stated in this Proxy Statement and the accompanying Notice of Annual Meeting of Shareholders. If any other matters are properly brought before the Annual Meeting, the enclosed proxy and proxies submitted by telephone or the Internet gives discretionary authority to the persons named as proxy to vote the shares in their best judgment.

Other than for purposes of determining the presence of a quorum, abstentions and broker non-votes will have no effect on the proposals to be voted on at the Annual Meeting because they will not represent votes cast at the Annual Meeting for the purposes of voting on such proposals. "Broker non-votes" occur when a person holding shares through a bank or brokerage account does not provide instructions as to how his or her shares should be voted and the broker either does not exercise, or is not permitted to exercise, discretion to vote those shares on a particular matter. Brokers may exercise discretion to vote shares as to which instructions are not given with respect to the ratification of the appointment of KPMG LLP, as Market Leader's independent registered public accounting firm for fiscal year 2013, but may not exercise discretion to vote shares as to which instructions are not given with respect to the election of directors, the advisory vote on the compensation of our named executive officers, or the advisory vote on the frequency that we will conduct future advisory votes on the compensation of our named executive officers.

Solicitation of Proxies

Proxies may be solicited by certain of our directors, officers and regular employees, without payment of any additional compensation to them. Proxies may be solicited by personal interview, mail, electronic mail or telephone. Market Leader will bear any costs relating to such solicitation of proxies. However, you will need to obtain your own Internet access if you choose to access the proxy materials over the Internet. In addition, Market Leader may reimburse banks, brokerage firms and other persons representing beneficial owners of shares of common stock for their expenses in forwarding proxy materials to such beneficial owners.

PROPOSAL 1—ELECTION OF DIRECTORS

In accordance with our Bylaws, the Board of Directors shall be composed of not less than five nor more than nine directors, the specific number to be set by resolution of the Board of Directors.

Our Board of Directors is divided into three classes: Class 1, made up of three directors; Class 2, made up of two directors; and Class 3, made up of two directors. Our Board of Directors is currently comprised of six directors, with one vacancy in Class 2. Directors will be elected for three-year terms that are staggered such that a portion of the directors are elected each year. Generally, one class of directors will be elected each year by our shareholders. Each director will hold office until the election and qualification of his or her successor or upon earlier resignation or removal. This year, the term of two Class 3 directors expires. Accordingly, two nominees for the Board of Directors will be elected at the Annual Meeting to serve as Class 3 directors for a three-year term expiring in 2016. The Board of Directors may add additional directors when it identifies suitable candidates who are willing to serve as directors of Market Leader. Additional directorships resulting from an increase in the number of directors will be distributed among the three classes, so that as nearly as possible each class will consist of an equal number of directors.

Proxy

Biographical information for our Board of Directors is set forth below. Ages listed are as of April 1, 2013.

The Board of Directors has no reason to believe that the nominees named below will be unable to serve as a director. If, however, either of the nominees should be unwilling or unable to serve, the persons named as proxies will have discretionary authority to vote for the election of such substitute nominee(s) as may be designated by the Board of Directors.

Unless you indicate otherwise, the persons named as proxies will vote "FOR" the election of the nominees listed below.

Class 3 Directors—Terms Expiring in 2016

Frank M. ("Pete") Higgins, age 55, is the Chairman of the Board and has served as a director since April 2004. Since March 2000, Mr. Higgins has served as a partner with Second Avenue Partners, which he co-founded. From 1983 to 1999, Mr. Higgins worked for Microsoft Corporation. During his time at Microsoft, Mr. Higgins served as Group Vice President of the Interactive Media Group from 1996 to 1998, Group Vice President of Applications and Content from 1995 to 1996, Senior Vice President of the Desktop Applications Division from 1992 to 1995, and General Manager and then Vice President of the Analysis Business Unit from 1988 to 1992. Mr. Higgins was also a member of the Office of the President, reporting to then CEO Bill Gates. Mr. Higgins is a director of a number of privately held companies, including Ice Energy, Modumetal, and Rubicon Interactive. He is a strategic director of Madrona Investments Partners, LLC, a venture capital firm. Mr. Higgins also serves on the advisory Board for the Woods Institute for the Environment, and Precourt Institute for energy at Stanford University; and is a past member of the Board of Directors for Stanford University, the Washington Software Association and the Software Publishers Association. Mr. Higgins holds an M.B.A. and an undergraduate degree in economics and history from Stanford University. Mr. Higgins' individual qualification and skills that led to the conclusion that he should serve as a director include his extensive experience in product and software development, business strategy, development and marketing, as well as public company executive compensation.

Michael T. Galgon, age 45, has served as a director since April 2010, when he was appointed to fill a vacancy in Class 3 of our Board of Directors. Mr. Galgon served as Chief Advertising Strategist for Microsoft Corporation from August 2007 until January 2009. In 1997, Mr. Galgon co-founded aQuantive, Inc. (formerly Avenue A, Inc.), an Internet media company, where he served as Chief Strategy Officer from 2000 to 2007 and as President and General Manager from 1997 through 1999. Prior to founding aQuantive, Mr. Galgon served as a full-time volunteer with Volunteers In Service To America (VISTA) from October 1994 to October 1995 and as an officer in the U.S. Navy from 1990 to 1994. He currently serves as a director for Buuteeq, Energy Savvy, Krux Digital, MicroEnergy Credits, and BuddyTV, all privately held companies; Global Partnerships, a Seattle-based microfinance organization; and RealNetworks, a Seattle-based digital media technology company. Mr. Galgon holds an M.B.A. from the Harvard Business School and a B.A. in economics from Duke University. Mr. Galgon's individual qualification and skills that led to the conclusion that he should serve as a director include his decades of extensive software, technology, advertising, and merger and acquisition expertise, as well as strong skills in business strategy, development and marketing.

The Board of Directors recommends voting "FOR" the election of the nominees named above.

DIRECTORS CONTINUING IN OFFICE

Class 1 Director Nominees Standing for Election—Terms Expiring in 2014

Jon W. Gacek, age 51, has served as a director since November 2004. Mr. Gacek currently serves as President and Chief Executive Officer, formerly Chief Operating Officer and Chief Financial Officer, of Quantum Corporation ("Quantum"), a publicly traded company that provides network storage subsystems. He served as Chief Financial Officer and Executive Vice President—Finance and Operations of Advanced Digital Equipment Corporation (“ADIC”) from November 1999 until August 2006, when ADIC was acquired by Quantum. From 1996 to 1999, Mr. Gacek served as a partner at PricewaterhouseCoopers LLP, a registered public accounting firm. Mr. Gacek holds a B.A. from Western Washington University. From September 2002 until June 2009, Mr. Gacek served as a director of Loud Technologies, Inc., a public company until March 2009. Since November 2008, Mr. Gacek has served as a director of Power-One, Inc. Mr. Gacek’s individual qualification and skills that led to the conclusion that he should serve as a director include his specific experience in corporate finance and accounting, operations, and corporate governance, with strong skills in strategic planning, and mergers and acquisitions.

Richard A. Mendenhall, age 68, has served as a director since August 2004. Mr. Mendenhall has co-owned Resource Home Loans, a real estate mortgage firm, since 1995. Since 1991, Mr. Mendenhall has owned, co-owned, and served as a broker in a variety of real estate brokerage firms affiliated with RE/MAX International, Inc., a global real estate agency network. Since 1974, Mr. Mendenhall has owned Boone Realty Corporation, a real estate commercial brokerage firm. Mr. Mendenhall served as President of the National Association of Realtors in 2001. He also serves as director of a number of privately held companies. Mr. Mendenhall holds an M.A. and a B.S. from the University of Missouri. Mr. Mendenhall’s individual qualification and skills that led to the conclusion that he should serve as a director include his specific experience in real estate and technology, as well as strong skills in providing business strategy and development guidance.

Ian Morris, age 44, has served as our Chief Executive Officer since June 2003 and a director since April 2004. Mr. Morris joined Market Leader in June 2002 as Executive Vice President of Marketing and Business Development and served as our Chief Operating Officer from September 2002 to May 2003. From 1997 to 2002, Mr. Morris served in a variety of positions for MSN HomeAdvisor, the online real estate business of Microsoft Corporation, including Director of Marketing, Group Manager and General Manager. Mr. Morris holds an M.B.A. from Harvard Business School and a B.S. from Bryant College. Mr. Morris’ individual qualification and skills that led to the conclusion that he should serve as a director include his specific experience in business and technology innovation, as well as, investment strategy and strategic planning.

Class 2 Director—Term Expiring in 2015

Nicolas J. Hanauer, age 53, has served as a director since December 2000. Since March 2000, Mr. Hanauer has served as a partner with Second Avenue Partners, which he co-founded. In 2000, Mr. Hanauer also founded and served as Chairman of Gear.com, an online sporting goods company, until its merger with Overstock.com in 2001. From 2001 to 2004, Mr. Hanauer acted as Chief Executive Officer and Co-Chairman of Pacific Coast Feather Company, a pillow and bedding manufacturing company. He was employed at Pacific Coast Feather as its Executive Vice President of Sales and Marketing from 1990 to 2000. In 1997, Mr. Hanauer co-founded aQuantive, Inc. (formerly Avenue A, Inc.), an Internet media company, where he served as Chief Executive Officer from June 1998 to September 1999. He is a Board member of Marchex, Inc. Mr. Hanauer holds a B.A. from the University of Washington. Mr. Hanauer’s individual qualification and skills that led to the conclusion that he should serve as a director include his specific experience in business and technology innovation, as well as, investment strategy and strategic planning.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Independence of the Board of Directors

The Board of Directors has reviewed the relationships between Market Leader and each of its directors and has determined that all of the directors other than Mr. Morris, who currently serves as our Chief Executive Officer and President, are “independent” as that term is defined in the listing standards of The Nasdaq Stock Market.

Proxy

Board Leadership Structure and Role in Risk Oversight

The positions of Chief Executive Officer and Chairman are held by different persons. The Chief Executive Officer is responsible for setting the strategic direction for our Company and for the day to day leadership and performance of the Company, including execution of its strategy, while the Chairman of the Board provides guidance to the Chief Executive Officer, sets the agenda for meetings of the Board of Directors, and presides over meetings of the full Board. The Board of Directors believes that this leadership structure enhances its oversight of, and independence from, Market Leader's management and the Board's ability to carry out its roles and responsibilities on behalf of shareholders.

The Board of Directors' role in our risk oversight process includes receiving regular reports from members of senior management on areas of material risk to our Company, including operational, financial, legal, regulatory and strategic risks. While the Board of Directors is ultimately responsible for risk oversight, each of the committees of the Board of Directors assists in fulfilling these oversight responsibilities. The Audit Committee oversees management of operational and financial risks. The Compensation Committee is responsible for overseeing the management of risks relating to the compensation of executives, employees and non-employee directors. The Nominating and Corporate Governance Committee manages risks associated with corporate governance, including the independence of directors and composition of our Board of Directors.

Board Attendance

During 2012, there were seven meetings of the Board of Directors. In addition, the Board of Directors acted three times by written consent in 2012. Except for Mr. Hanauer and Mr. Mendenhall, each of our directors attended at least 75% of the aggregate of (a) the total number of meetings of the Board of Directors and (b) the total number of meetings held by each of the committees on which he served in 2012. Both Mr. Hanauer and Mr. Mendenhall were unable to attend certain meetings due to scheduling conflicts, and had advised the Company in advance of those meetings they were unable to attend. For any meetings not attended, directors are apprised of Board discussions and developments by the Chairman or Chief Executive Officer. Market Leader does not have a formal policy with regard to director attendance at its Annual Meeting of Shareholders. Mr. Morris attended the 2012 Annual Meeting of Shareholders.

Committees of the Board of Directors

The Board of Directors has three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee.

Our current directors' memberships on the committees of the Board of Directors are as follows:

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Jon Gacek	Chair		Chair
Michael Galgon		Member	Member
Nicolas Hanauer	Member	Member	
Frank ("Pete") Higgins	Member	Chair	
Richard Mendenhall		Member	Member

Audit Committee

The Audit Committee is composed of three independent directors. The Audit Committee assists the Board of Directors by overseeing our accounting and financial reporting processes and the audits of our financial statements and reviewing the financial information to be provided to our shareholders and others. Among other duties and responsibilities specified in its written charter, the Audit Committee:

- selects, appoints and oversees the outside independent registered public accounting firm (independent auditor), resolves disagreements between management and the independent auditor regarding financial reporting, approves the compensation of the independent auditor, and, as necessary, reviews and approves the discharge of the independent auditor;

- pre-approves all audit and permissible non-audit services provided by our independent auditors;
- considers and reviews with management any reports by management regarding the effectiveness of, or any deficiencies in, the design and operation of internal controls, any material weaknesses in internal controls, and any fraud, whether or not material, that involves management or other employees who have significant roles in internal control;
- reviews our audited financial statements, filing of reports with the Securities and Exchange Commission ("SEC") and other published documents containing our financial statements and earnings press releases prior to issuance, filing or publication; and
- reviews and approves all "related person transactions," as that term is defined in Item 404 of Regulation S-K.

The Board of Directors has determined that, under the rules of the SEC and the applicable listing standards of The Nasdaq Stock Market, all of the members of the Audit Committee are independent and financially literate. The Board of Directors has also determined that Mr. Gacek meets the SEC criteria for "audit committee financial expert."

The Audit Committee held four meetings in 2012. In addition, the Audit Committee acted one time by written consent in 2012.

A copy of the Audit Committee's written charter can be accessed at the "Governance Documents" link on the Investors section of our website, located at *www.marketleader.com*.

Compensation Committee

Our Compensation Committee is composed of four directors. The Compensation Committee has overall responsibility for approving and evaluating compensation plans, policies and programs for our executive officers. The Compensation Committee, when appropriate, may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Board of Directors or Market Leader's officers. Among other duties and responsibilities specified in its written charter, the Compensation Committee:

- develops executive compensation philosophy and establishes and annually reviews and approves policies regarding executive compensation programs and practices;
- reviews and approves corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluates the Chief Executive Officer's performance in light of those goals and objectives and determines the Chief Executive Officer's compensation based on this evaluation;
- reviews and approves annual compensation for the other executive officers based on established plans and philosophy and recommendations from the Chief Executive Officer;
- establishes and administers annual and long-term incentive compensation plans for executive officers and directors; and
- administers our 1999 Stock Incentive Plan and 2004 Equity Incentive Plan.

Additionally, our Chief Executive Officer and Chief Financial Officer have a role in recommending the amount and form of compensation for executive officers. The Chief Executive Officer reports to the Compensation Committee periodically on the results of the evaluations of our executive officers (other than the CEO). In addition to the CEO's involvement in setting individual performance goals, conducting evaluations and making compensation recommendations for other executive officers, our management team plays an active role in updating the Compensation Committee on the trends and challenges of hiring, retaining and competing for talent. The management team periodically suggests alternative forms of compensation or compensation strategies to the Compensation Committee that will enable us to attract and retain key talent. As described in more detail in the Compensation Discussion and Analysis, the Compensation Committee retains an independent compensation consultant to work with management and the Compensation Committee on executive compensation program design and provides information on comparative market data and industry best practices on compensation practices and programs.

Each of the Compensation Committee members is (i) independent in accordance with applicable listing standards of The Nasdaq Stock Market, (ii) a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Compensation Committee held three meetings in 2012. In addition, the Compensation Committee acted two times by written consent in 2012.

A copy of the Compensation Committee's written charter can be accessed at the "Governance Documents" link on the Investors section of our website, located at *www.marketleader.com*.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee is composed of three directors. The principal functions of the Nominating and Corporate Governance Committee are to:

- identify individuals qualified to become members of the Board of Directors;
- approve and recommend director candidates to the Board of Directors;
- develop, update as necessary and recommend to the Board of Directors corporate governance principles and policies applicable to us and monitor compliance with such principles and policies; and
- establish, coordinate and review with the Board of Directors criteria and methods for evaluating Board effectiveness.

Each of the Nominating and Corporate Governance Committee members is independent in accordance with applicable listing standards of The Nasdaq Stock Market.

The Nominating and Corporate Governance Committee took action by written consent once in 2012.

A copy of the Nominating and Corporate Governance Committee's written charter can be accessed at the "Governance Documents" link on the Investors section of our website, located at *www.marketleader.com*.

Compensation Committee Interlocks and Insider Participation

Messrs. Galgon, Hanauer, Higgins and Mendenhall served as the members of the Compensation Committee of the Board of Directors during 2012. None of Messrs. Galgon, Hanauer, Higgins and Mendenhall was, during 2012 or previously, an officer or employee of Market Leader. During 2012, none of our executive officers served as a member of the Board of Directors or the Compensation Committee of any entity that had one or more executive officers who served on our Board of Directors or the Compensation Committee.

Director Nominations and Qualifications

To nominate a director for election to the Board of Directors at an Annual Meeting of Shareholders, a shareholder must deliver written notice of such nomination to the Secretary of Market Leader not fewer than 60 days nor more than 90 days prior to the anniversary date of the prior year's Annual Meeting of Shareholders. If the date of the Annual Meeting of Shareholders is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of the preceding year's Annual Meeting of Shareholders, notice of director nominations by a shareholder must be delivered not earlier than the close of business on the 90th day and not later than the close of business on the later of (a) the 60th day prior to such annual meeting or (b) the tenth day following the day on which the notice of the date of the Annual Meeting of Shareholders was mailed or such public disclosure was made.

The notice of a shareholder's intention to nominate a director must include: (a) the name and address of the shareholder; (b) a representation that the shareholder is entitled to vote at the meeting at which directors will be elected; (c) a statement of the number of Market Leader shares that are beneficially owned by the shareholder; (d) a representation that the shareholder intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; and (e) the following information with respect to each person nominated by the shareholder: (i) name and address; (ii) other information regarding such nominee as would be required in a proxy statement filed pursuant to applicable rules promulgated by the SEC; (iii) a description of any arrangements or understandings between the shareholder and the nominee and any other persons (including their names), pursuant to which the nomination is made; and (iv) the consent of each such nominee to serve as a director if elected.

The Nominating and Corporate Governance Committee will consider director candidates recommended by shareholders. Shareholders who wish to recommend a director nominee should submit their suggestions in writing to the following:

Chairperson of Nominating and Corporate Governance Committee
c/o Corporate Secretary
Market Leader, Inc.
11332 NE 122nd Way, Suite 200
Kirkland, WA 98034

The Chairman of the Board, other directors or senior management of Market Leader may also recommend director nominees. If necessary or desirable in the opinion of the Nominating and Corporate Governance Committee, the Committee will determine appropriate means for seeking additional director candidates, which may involve the engagement of an outside consultant to assist the Nominating and Corporate Governance Committee in the identification of director candidates.

The Nominating and Corporate Governance Committee will evaluate director nominees, including nominees that are submitted by shareholders, taking into consideration certain qualifications, including the following:

- high standard of personal and professional ethics, integrity and values;
- training, experience and ability at making and overseeing policy in business, government and/or education sectors;
- willingness and ability to devote the required time and effort to effectively fulfill the duties and responsibilities related to Board and committee membership;
- willingness not to engage in activities or interests that may create a conflict of interest with a director's responsibilities and duties to Market Leader and its constituents; and
- willingness to act in the best interests of Market Leader and its constituents, and objectively assess Board, committee and management performances.

In addition, the Nominating and Corporate Governance Committee will consider the following factors, among others, when determining Board needs and evaluating director candidates to fill such needs: the nominee's independence, diversity, professional and public company board and committee experience, industry knowledge, accounting or financial skills and expertise, leadership qualities, non-business-related activities and experience, board continuity, the size of the board, number and type of committees and committee sizes, and legal and Nasdaq Stock Market requirements and recommendations and other corporate governance related guidance regarding board and committee composition. Although the Board of Directors has no formal policy regarding diversity, diversity is listed as one of the factors in the Director Selection Guidelines to be considered by the Nominating and Corporate Governance committee in evaluating appropriate director candidates, among other factors. Neither the Director Selection Guidelines nor any other policy of the Board of Directors or any of its committees define diversity or set any affirmative goals with respect to diversity on our Board of Directors. Neither the Director Selection Guidelines nor any other policy of the Board of Directors or any of its committees specifically address how we implement the guideline of considering diversity as a factor in evaluating director candidates, nor is there any process or procedure for assessing whether we are effective in considering diversity as a factor in evaluating director candidates.The Nominating and Corporate Governance Committee does not assign specific weight to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The Board of Directors believes that the backgrounds and qualifications of the directors, considered as a group, should provide an overall mix of skills and characteristics that will allow the Board to function effectively.

Shareholder Communications with the Board

Shareholders may contact an individual director or the Board of Directors collectively by directing written correspondence to Market Leader, Inc., c/o Corporate Secretary, at 11332 NE 122nd Way, Suite 200, Kirkland, WA 98034.

Shareholders should clearly specify in each communication the name of the individual director or group of directors to whom the communication is addressed. Shareholder communications sent to the Secretary of Market Leader will be forwarded to the specified director addressees. Shareholders wishing to submit proposals for inclusion in the proxy statement relating to the 2014 Annual Meeting of Shareholders should follow the procedures specified under “Shareholder Proposals for 2014 Annual Meeting” below. Shareholders wishing to nominate directors should follow the procedures specified under “Director Nominations and Qualifications.”

Code of Ethics

We have adopted a code of ethics applicable to our accounting and financial employees, including the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer or Controller, or persons performing similar functions, as well as a code of conduct applicable to all employees, officers and directors. These codes are posted at the “Governance Documents” link on the Investors section of our website, located at *www.marketleader.com*. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding any amendment to or waiver from the application of the code of ethics with respect to the covered persons by posting such information on our website.

Director Compensation

The Board of Directors has established director cash and equity compensation arrangements for our non-employee directors that are designed and implemented to ensure we both attract and retain high quality Board members. The program consists of an annual cash retainer for non-employee directors, an annual cash retainer for committee chairs, Board and committee meeting fees and an annual stock option grant. Directors who are employees of our Company receive no additional or special remuneration for serving as directors.

Cash Component

Non-employee directors are entitled to receive the following cash compensation annually, in addition to reimbursement for out-of-pocket expenses:

	Annual Retainer ($)	Fees for in-person meeting attendance ($)	Fees for meeting attendance via teleconference ($)
Directors	12,000	1,000(1)	250(1)
Committee Chair:			
Audit	10,000	500	250
Compensation	4,000	500	250
Nominating and Corporate Governance	1,000	500	250
Committee Members		500	250

(1) Represents fees for attending meetings of the Board of Directors. Other amounts in this column represent fees for attending committee meetings.

Equity Component

Non-employee directors, other than the Chairman of the Board, are eligible to receive an annual stock option grant to purchase 15,000 shares of our common stock. The Chairman of the Board receives an annual stock option grant to purchase 25,000 shares of our common stock. The options are granted under our Amended and Restated 2004 Equity Incentive Plan ("2004 Equity Incentive Plan") at the beginning of the year and vest one year later, subject to continued service as a director until such date. The options have an exercise price equal to the average of the high and low prices of our common stock on the date of grant. The unvested portions of such options automatically become fully vested and exercisable in the event of certain corporate transactions, such as a merger or sale of assets.

2012 Director Compensation Table

Name	Fees Earned or Paid in Cash ($)	Option Awards ($)(1)	Total ($)
Jon Gacek (2)	28,250	18,317	46,567
Michael Galgon (3)	18,250	18,317	36,567
Nicolas Hanauer (4)	16,250	18,317	34,567
Frank ("Pete") Higgins (5)	24,000	30,528	54,528
Richard Mendenhall (6)	16,250	18,317	34,567

(1) Reflects aggregate grant date fair value of option awards, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("FASB ASC Topic 718"). See Note 12, under the heading "Stock Option Plans and Stock-Based Compensation" in the Notes to Consolidated Financial Statements set forth in our Annual Report on Form 10-K filed on March 15, 2013, for assumptions made in determining these amounts.
(2) Mr. Gacek held options for 132,000 shares at December 31, 2012.
(3) Mr. Galgon held options for 40,000 shares at December 31, 2012.
(4) Mr. Hanauer held options for 82,000 shares at December 31, 2012.
(5) Mr. Higgins held options for 102,000 shares at December 31, 2012.
(6) Mr. Mendenhall held options for 102,000 shares at December 31, 2012.

PROPOSAL 2—RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed KPMG LLP ("KPMG") to be Market Leader's independent registered public accounting firm for the 2013 fiscal year. Representatives of KPMG are expected to be present at the Annual Meeting, with the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

KPMG has served as our independent registered public accounting firm since 2001. Shareholder approval of the selection of KPMG as our independent registered public accounting firm is not required by our bylaws or otherwise. If our shareholders fail to ratify the appointment, the Audit Committee will reconsider whether to retain KPMG but may elect to retain KPMG notwithstanding the shareholder vote. Even if the appointment is ratified by our shareholders, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be advisable.

The Board of Directors recommends voting "FOR" ratification of the appointment of KPMG as the Company's independent registered public accounting firm for fiscal year 2013.

PROPOSAL 3—ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS

We are providing our shareholders with an opportunity to express their views on our named executive officers' compensation. Although this advisory vote is nonbinding, the Compensation Committee of our Board of Directors will review and consider the voting results when making future decisions regarding our named executive officer compensation and related executive compensation programs.

As described in more detail in the Compensation Discussion and Analysis, our executive compensation programs are designed to:

- attract, motivate and retain key executives who are critical to the Company's success,
- align the interests of the Company's executives with shareholders, and
- compensate executives based on Company and individual performance.

We encourage shareholders to read the Compensation Discussion and Analysis in this Proxy Statement, which describes the processes our compensation committee used to determine the structure and amounts of the compensation of our named executive officers in 2012 and how our executive compensation philosophy, policies and procedures operate and are designed to achieve our compensation objectives. The Compensation Committee of our Board of Directors believes that the policies and procedures in the Compensation Discussion and Analysis are effective in achieving our goals and that the named executive officers in this Proxy Statement have contributed to our success.

For the reasons provided, we recommend that our shareholders approve the following nonbinding, advisory resolution:

"Resolved, that the shareholders approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis, the compensation tables and related disclosures in this Proxy Statement."

The Board of Directors recommends voting "FOR" the compensation of the named executive officers as disclosed in the Compensation Discussion and Analysis, the compensation tables and the related disclosures.

PROPOSAL 4—ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS

We are providing our shareholders with the opportunity to vote, on a nonbinding, advisory basis, for their preference on the frequency of future advisory votes to approve the compensation of our named executive officers as reflected in Proposal 3 above. Shareholders may indicate whether they prefer that we conduct future advisory votes to approve the compensation of our named executive officers every one, two or three years. Shareholders also may abstain from casting a vote on this proposal.

The Board of Directors has determined that holding an advisory vote on the compensation of our named executive officers every year is the most appropriate policy at this time, and recommends that future advisory votes to approve the compensation of our named executive officers occur once every year. We believe that holding this advisory vote annually will provide us with timely and appropriate feedback on compensation decisions for our named executive officers.

Shareholders will be able to specify one of four choices for this proposal on the proxy card: one year, two years, three years, or abstain. Although this advisory vote on the frequency of future advisory votes on the compensation of our named executive officers is nonbinding, the Board of Directors and the Compensation Committee will carefully review the voting results when determining the frequency of future advisory votes on the compensation of our named executive officers.

The Board of Directors recommends a vote to conduct future advisory votes on the compensation of the named executive officers annually, or every ONE YEAR.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table provides information regarding the beneficial ownership of our common stock as of April 1, 2013 (or such earlier date as indicated in the footnotes to the table) for: (a) each of our named executive officers included under the heading “2012 Summary Compensation Table” below; (b) each of our directors; (c) our directors and executive officers as a group; and (d) each shareholder known by us to own more than 5% of our common stock.

Beneficial ownership is determined in accordance with rules of the SEC and includes shares over which the indicated beneficial owner exercises voting and/or investment power. Shares of common stock subject to options or warrants currently exercisable within 60 days of April 1, 2013 are considered outstanding for computing the percentage ownership of the person holding the options or warrants, but are not considered outstanding for computing the percentage ownership of any other person. Except as otherwise indicated in the footnotes to the table, we believe the beneficial owners of the common stock listed below, based on information furnished by them, have sole voting and investment power with respect to the shares listed opposite their names.

Name and Address of Beneficial Owner (1)	Shares of Common Stock Beneficially Owned	Percent of Class (2)
Executive Officers and Directors		
Jon Gacek (3)	132,000	*
Michael Galgon (4)	210,000	*
Nicolas Hanauer (5)	1,345,131	5.0%
Frank ("Pete") Higgins (6)	1,453,572	5.4%
Richard Mendenhall (3)	102,000	*
Ian Morris (7)	1,112,816	4.0%
Jacqueline Davidson (8)	727,183	2.6%
All directors and executive officers as a group (7 persons) (9)	5,082,702	17.5%
Other 5% or Greater Shareholders		
LMM, LLC Legg Mason Capital Management Opportunity Trust (10) 100 International Drive Baltimore, MD21202	3,546,187	13.1%

* Less than one percent

(1) Unless otherwise indicated, the business address of each of the shareholders named in this table is Market Leader, Inc., 11332 NE 122nd Way, Suite 200, Kirkland, WA 98034.

(2) Based on 26,997,090 shares outstanding as of April 1, 2013.

(3) Represents shares of common stock issuable upon the exercise of options that are exercisable within 60 days of April 1, 2013.

(4) Includes 40,000 shares of common stock issuable upon the exercise of options that are exercisable within 60 days of April 1, 2013.

(5) Includes 82,000 shares of common stock issuable upon the exercise of options that are exercisable within 60 days of April 1, 2013.

(6) Includes 102,000 shares of common stock issuable upon the exercise of options that are exercisable within 60 days of April 1, 2013.

(7) Includes 916,250 shares of common stock issuable upon the exercise of options that are exercisable within 60 days of April 1, 2013.

(8) Includes 587,500 shares of common stock issuable upon the exercise of options that are exercisable within 60 days of April 1, 2013.

(9) Includes 1,961,750 shares of common stock issuable upon the exercise of options that are exercisable within 60 days of April 1, 2013.

(10) This information and the information in this footnote are based solely on Amendment No. 8 on Schedule 13G filed on February 11, 2013 by LMM LLC and Legg Mason Capital Management Opportunity Trust ("Legg Mason") , a portfolio of Legg Mason Investment Trust, Inc. According to the Schedule 13G, Legg Mason has shared voting power and dispositive power with respect to 3,387,887 shares, while LMM LLC has shared voting power and dispositive power with respect to 3,546,187 shares.

TRANSACTIONS WITH RELATED PARTIES

None.

REVIEW, APPROVAL OR RATIFICATION OF TRANSACTIONS WITH RELATED PARTIES

On an annual basis, each of our directors and executive officers must complete a Director and Officer Questionnaire that requires disclosure of any transaction, arrangement or relationship, or any current proposed transaction, arrangement or relationship, with Market Leader since the beginning of the last fiscal year in which the director or executive officer, or any member of his or her immediate family, had a direct or indirect material interest. Any transaction, arrangement or relationship disclosed in the Director and Officer Questionnaire submitted by a director or executive officer is reviewed and considered by the Board of Directors in making independence determinations with respect to directors and resolving any conflicts of interest that may be implicated.

Our directors and executive officers are expected to disclose to the Chairman of the Board or Chief Executive Officer the material facts of any transaction that could be considered a related person transaction promptly upon gaining knowledge of the transaction. Upon collection of the relevant information, the Chairman of the Board or the Chief Executive Officer presents the transaction to the Audit Committee for consideration. A related person transaction is generally defined as any transaction required to be disclosed under Item 404(d) of Regulation S-K, the SEC's related person transaction disclosure rule.

When determining whether to approve or ratify a related person transaction, the Audit Committee will review relevant facts regarding the related person transaction, including:

- the extent of the related person's interest in the transaction;
- whether the terms are comparable to those generally available in arms' length transactions; and
- whether the related person transaction is consistent with the best interests of Market Leader.

If any related person transaction is not approved or ratified, the Audit Committee may take such action as it may deem necessary or desirable in the best interests of Market Leader and its shareholders.

EXECUTIVE OFFICERS

The following persons are executive officers of Market Leader as of April 1, 2013 and will serve in the capacities noted until their successors are duly appointed or until their resignation or removal.

Name	Age	Position
Ian H. Morris	44	President, Chief Executive Officer and Director
Jacqueline L. Davidson	52	Chief Financial Officer

For a biographical summary of Mr. Morris, see "Proposal 1—Election of Directors."

Jacqueline L. Davidson has served as our Chief Financial Officer since March 2008. Ms. Davidson served as Vice President of Finance from November 2004 to January 2008 and served as our Chief Financial Officer on an interim basis from July 2006 to January 2007. From 1996 to 2004, Ms. Davidson served in a number of executive financial positions at public and private companies, including Penford Corporation and The Cobalt Group, Inc. Ms. Davidson is a CPA who began her career at PricewaterhouseCoopers LLP. She holds a B.A. in Business Administration from Washington State University.

Proxy

COMPENSATION DISCUSSION AND ANALYSIS

Overview

This Compensation Discussion and Analysis ("CD&A") provides information about how we pay our executives. For 2012 our named executive officers are:

- Ian H. Morris, President and Chief Executive Officer
- Jacqueline L. Davidson, Chief Financial Officer

This discussion provides detailed information on the structure, administration and results of our executive compensation programs in 2012, organized as follows:

- our compensation philosophy and executive compensation objectives;
- the role of the Compensation Committee;
- resources used by the Compensation Committee;
- elements of executive compensation;
- employment agreements; and
- benefits and other compensation.

Our Compensation Philosophy and Executive Compensation Objectives

Our compensation programs are designed to attract, retain and motivate talented individuals who are committed to the Company's success and values. The objectives of our compensation programs are to:

- Align employee objectives and rewards with company objectives;
- Create the right balance between achievement of short-term objectives and long-term results;
- Recognize individual performance using differentiated rewards to foster a high-performance culture;
- Ensure a culture focused on customer success and on increasing shareholder value; and
- Achieve the right competitive position in the marketplace in which we compete for talent.

We measure the success of our programs by our overall business performance and our ability to attract and retain talent. We believe that our compensation programs are effective in achieving our goals and contribute to our success, our customers' success, and delivering shareholder value over time.

The Compensation Committee designs our executive compensation programs, guided by our philosophy and objectives, in order to:

- attract, motivate and retain key executives who are critical to our success;
- align the interests of our executives with shareholders; and
- compensate executives based on our results and on individual performance.

Our compensation programs compensate executive officers with a combination of base salary, annual cash incentive bonuses, equity incentive awards and customary employee benefits.

The Role of the Compensation Committee

The Compensation Committee establishes the overall philosophy and objectives of our executive compensation programs, determines the specific components of executive compensation, sets and reviews company goals typically based on budgets and operating plans approved by the Board of Directors, measures incentive plan achievement, and approves incentive payouts and equity awards. With regard to Mr. Morris' compensation, the Compensation Committee performs these functions with input from our independent compensation consultant. With regard to Ms. Davidson and the other executives, the Compensation Committee relies on Mr. Morris' recommendations, as well as input from our independent compensation consultant.

Resources Used by the Compensation Committee

When setting executive compensation, the Compensation Committee considers and evaluates data and recommendations from a number of sources, including analyses and recommendations from its independent compensation consultant, survey data and benchmark studies, compensation trends and competitive practices, Mr. Morris' recommendations for Ms. Davidson and other executives, established plans, and internal practices. Ultimately, the Compensation Committee uses all of these factors to inform its judgment in establishing executive compensation. In all cases, the Compensation Committee has final responsibility for all executive compensation decisions.

The Compensation Committee conducts an annual review of the executive compensation programs in the middle of the year and uses survey data and benchmark studies to help assess and set compensation levels. The Compensation Committee retained Milliman, Inc. ("Milliman") as its independent outside compensation consultant to provide advice and assist in this review for 2012 compensation and to conduct a competitive review of 2012 total direct compensation (cash and equity compensation) for our executives. Milliman worked with the Compensation Committee to collect base salary, total cash, long-term incentives, and total direct compensation data and to analyze and compare our executives' compensation with the compensation paid to comparable executive level positions as set forth in the selected published survey data. Surveys used for this analysis include the Culpepper Executive, ERI Executive, Radford Executive, and Towers Watson Top Management surveys with focus on companies having annual revenue ranging from greater than $50 million up to $200 million.

On advice from our independent compensation consultant, the Compensation Committee has established a peer group of companies to supplement the compensation data utilized from published surveys to assess executive compensation. The peer companies were selected based on objective criteria, taking into account company size and industry as primary factors. Annual revenue of the peer companies identified fell into the range of 50% to 300% of Market Leader's revenue for 2012, with our revenue situated just under the median. The peers are technology companies that have businesses broadly similar to our business, as well as real estate industry-related companies that are potential competitors for executive talent. Beginning in 2013, we will use peer group executive compensation data and corporate performance comparisons, in combination with the continued use of published survey data and benchmark studies, to assist the Compensation Committee in setting executive compensation levels.

Elements of Executive Compensation

The three primary components of our executive compensation programs are: (i) base salary, (ii) annual incentives in the form of cash bonuses, and (iii) equity compensation. The Compensation Committee has not adopted any formal or informal policies for allocating compensation between short-term and long-term compensation, or between cash and equity compensation. We pay base salaries in order to attract and retain executives as well as to provide a predictable base of compensation for the year. We pay annual cash bonuses to reward executives for achieving key measures of corporate performance. We grant equity awards in order to retain executives as well as to align the interests of executives directly with the long-term interests of our shareholders.

Through the combination of the Compensation Committee's collective experience and knowledge, the guidance of external market data and our independent compensation consultant, the Compensation Committee believes that pay and award levels, as well as the pay mix, supports our compensation philosophy and meets the executive compensation objectives.

Our executives are fairly compensated at competitive market levels, including incentives to maintain focus on delivery of results year after year, as well as to deliver long-term shareholder value. We believe that executive compensation should also reflect each executive's qualifications, experience, role and personal performance, and the Company's performance achievements.

Base Salary

Executive salaries are targeted at the market median, with ranges around this level to reflect the executives' specific job responsibilities, experience, qualifications, job performance and potential contributions. Market median is established from survey data and benchmark studies for comparable executive positions from the surveys identified above. Salaries are reviewed and generally adjusted annually with adjustments generally effective mid-year and may also be adjusted from time to time in recognition of individual performance, promotions and market place competitiveness.

For 2012, the Compensation Committee approved base salary increases to Mr. Morris and Ms. Davidson of 6.1% and 3.3%, respectively. These increases were based on each executive's increased experience in their positions, outstanding individual performance, and to achieve the targeted market level of base pay. For 2012, Mr. Morris and Ms. Davidson's salaries were set at or near the market median.

Mr. Morris' and Ms. Davidson's current annual base salaries are $350,000 and $232,500, respectively, as approved in 2012.

Annual Incentives

The Compensation Committee believes that incentives based on attaining or exceeding established financial targets properly align the interests of the executives with the interests of our shareholders. Cash incentive bonuses for our executives typically are tied to key corporate financial and operating metrics and payouts may range from 20% to 100% of base salary, depending on the level of achievement of the goals. Our executive officers are eligible to participate in the annual incentive plan with payout targets ranging from 20% to 60% of the executive's base salary, which are targeted at or near the market median. Mr. Morris' target bonus is 60% of his salary and maximum bonus is 100% of his salary, and Ms. Davidson's target bonus is 45% of her salary and maximum bonus is 80% of her salary. The company sets ambitious stretch objectives and when these stretch objectives are achieved, incentive payments exceed the market median. Executives do not receive a bonus if minimum performance targets are not met. The Compensation Committee assesses achievement of the stated targets, determines and approves incentive payments for each executive and may modify incentive payment amounts or award vehicles and differentiate between executives in their discretion.

In developing and reviewing the Company's executive incentive programs, the Compensation Committee considered the business risks inherent in program designs to ensure that they do not induce executives to take unacceptable levels of business risk for the purpose of increasing their incentive plan awards at the expense of stockholder interests. The Compensation Committee is satisfied that the program designs accomplish this and that the compensation components work together as a check and balance to ensure that executive incentives are consistent with stockholder interests. The Compensation Committee believes the Company's executive compensation programs do not encourage our management to take unreasonable risks relating to the business.

The 2012 Executive Bonus Plan (the "Bonus Plan") included both specified revenue and "Adjusted EBITDA" goals as bonus targets. Adjusted EBITDA is a non-GAAP measure that we define as earnings before interest, taxes, depreciation, amortization, and stock based compensation for purposes of our Bonus Plan. The targets are each weighted equally at 50%, measured quarterly, and are paid annually after the end of the year for which the performance goals apply. Given the timing of when the 2012 Bonus Plan was formally approved, the first quarter results were not included in the calculation. For 2012, the quarterly goals were achieved as noted in the following table, resulting in payouts to each of Mr. Morris and Ms. Davidson at 49.5% of target amounts. The Compensation Committee approved cash bonus payments to Mr. Morris and Ms. Davidson at the calculated achievement level. No discretionary bonus payments were made, and amounts were not adjusted for individual performance.

	Q1	Q2	Q3	Q4
Revenue goal	$ 10M	$ 11M	$ 12M	$ 13M
Revenue result	$ 10.2M	$11.1M	$11.7M	$12.0M
Target Percentage	0%	16.5%	16.5%	16.5%
Percentage Achieved	0%	16.5%	0%	0%

	Q1	Q2	Q3	Q4
Adjusted EBITDA goal	$(0.8)M	$ 0.0M	$ 0.7M	$ 1.4M
Adjusted EBITDA result	$(0.4)M	$ 0.3M	$ 0.9M	$ 0.9M
Target Percentage	0%	16.5%	16.5%	16.5%
Percentage Achieved	0%	16.5%	16.5%	0%

The 2012 bonus amounts for Mr. Morris and Ms. Davidson were $103,950 and $51,789, respectively. These payments are disclosed under the "Non-Equity Incentive Plan Compensation" column of the "2012 Summary Compensation Table."

Equity Compensation

Equity incentive compensation is reserved for key employees. Award levels vary based upon position, performance, and long-term potential to contribute to the company's success. Equity is a significant component of the total compensation mix for executives. Equity awards are the long-term component of our executives' compensation, and we believe equity incentive awards provide significant motivation to maximize value for shareholders by allowing executives to participate in our long-term success as reflected in stock price appreciation.

Our executives generally receive an initial stock option grant in connection with their hiring. We also have an annual refresher equity grant program where additional equity is typically granted to executives based on individual performance, market data and internal equity. Refresher grants are made in the form of stock options, restricted stock units, or stock appreciation rights, at the discretion of the Compensation Committee. Our equity incentive awards vest based on the passage of time, generally over four years, subject to continued employment, thereby also encouraging the retention of our executives. The Compensation Committee approves all executive awards, and the exercise prices for options and stock appreciation rights are priced based on the fair market value of our common stock on the date of grant.

In determining the equity awards to our executives, our Compensation Committee leverages the same resources noted above, including our independent compensation consultant, survey data and benchmark studies, and recommendations from Mr. Morris for other executives. In addition, the Compensation Committee considers the grant date fair value of equity awards using the Black-Scholes valuation methodology, the current and projected value of existing awards, and the amount and vesting status of previous equity awards to the executive.

In June 2012, Mr. Morris and Ms. Davidson were awarded equity grants, valued at $282,915 and $156,994, respectively, in consideration of the above and consistent with our compensation philosophy. In determining award levels, the Committee considered a number of variables including guidance from our independent executive compensation consultant, internal equity, historical grant awards, individual performance and the data for like positions from published surveys. These awards, as well as the awards for 2011 and 2010, are detailed in the "2012 Summary Compensation Table."

Equity awards to our executives typically take the form of options and stock appreciation rights as our Compensation Committee believes these awards align the interests of our executives and shareholders as such awards only have value if the price of our common stock increases following the grant of such awards. Restricted stock units also may be used in whole or in part to provide a more tangible long-term incentive to the executives in addition to creating shareholder alignment. Equity grants to Mr. Morris have consisted solely of stock options and stock appreciation rights over the past four years. Ms. Davidson has received restricted stock units in addition to options and stock appreciation rights. We do not have a set policy regarding the size or allocation to executives of different types of equity awards. The types of equity awards granted to our executives may vary, depending on several variables including the Compensation Committee's assessment of alignment with shareholders and our independent compensation consultant's recommendations on market and competitive trends.

At this time, our Board of Directors has not adopted stock ownership guidelines for the named executive officers although it may consider doing so in the future. Mr. Morris and Ms. Davidson hold significant equity positions in the Company at April 1, 2013, as detailed in the table in the "Security Ownership of Certain Beneficial Owners and Management" section. The Compensation Committee believes that these significant holdings motivate Mr. Morris and Ms. Davidson to make decisions that maximize shareholder value and ability to share in the long-term success of the company through share appreciation.

We have established an insider trading compliance policy that prohibits all employees, including the named executive officers, and directors from "hedging" ownership in our securities by engaging in short sales or trading in any options contracts involving our securities.

Employment Agreements

We have entered into employment agreements with our named executive officers, both of which were amended in December 2008 to comply with Section 409A of the Internal Revenue Code, as amended.

Ian H. Morris Employment Agreement

In May 2004, we entered into an employment agreement with our Chief Executive Officer, Ian Morris. Under the terms of the agreement, Mr. Morris is entitled to an annual base salary and is eligible to earn an annual target bonus of between 30% and 75% of his base salary. Effective as of January 1, 2013, Mr. Morris' employment agreement no longer provides for a Company-provided supplemental life insurance policy with a death benefit of $2,500,000. Effective January 1, 2013, Mr. Morris also is no longer eligible to receive certain benefits he had previously received, such as a car allowance, club membership dues and certain other amounts. Mr. Morris now participates in the same benefit plans, and on the same basis, as other employees. If Mr. Morris' employment is terminated without cause or if he resigns for good reason, he is eligible to receive certain benefits set forth below in the section below entitled "Post-Termination Compensation and Benefits; Change in Control."

Jacqueline L. Davidson Employment Agreement

In February 2008, we entered into an employment agreement with our Chief Financial Officer, Jacqueline Davidson. Under the terms of the agreement, she is entitled to an annual base salary, with the ability to earn an annual target bonus of 45% of Ms. Davidson's base salary. If Ms. Davidson's employment is terminated without cause or if she resigns for good reason, she will be eligible to receive certain benefits set forth below in the section below entitled "Post-Termination Compensation and Benefits; Change in Control."

Benefits and Other Compensation

We maintain broad-based benefits that are provided to all employees, including health and dental insurance, life and long-term disability insurance, a 401(k) plan (with no employer match at this time), an employee assistance program, paid vacation and sick leave, and standard company-paid holidays. Our executive officers are eligible to participate in all of our employee benefit plans, in each case on the same basis as other employees with the exception of Mr. Morris, who, during 2012, was eligible to receive under his employment agreement company-provided family health insurance premiums, additional life insurance premiums, a car allowance, club membership fees, tax/financial planning services and reimbursement of the related tax on the benefits described, valued in total at approximately $40,000 per year. Effective January 1, 2013, Mr. Morris is no longer eligible to receive these benefits and participates in the same benefit plans and on the same basis as other employees.

Section 162(m) of the Internal Revenue Code of 1986, as amended, limits the tax deduction available to public companies for compensation paid to certain individual executives to $1 million in any taxable year, unless certain performance, disclosure and shareholder approval requirements are met. We do not presently expect total cash compensation payable for salaries and bonuses to exceed the $1 million limit for any individual executive. Equity granted to our executives are designed to qualify for the performance-based exemption.

As of the date of this Proxy Statement, we do not have a formal compensation recovery policy, often referred to as a "clawback" policy, aside from the clawback provisions for the chief executive officer and chief financial officer under the Sarbanes-Oxley Act of 2002, which provides that those executives must reimburse Market Leader for any bonus or other incentive-based or equity-based compensation received during the 12-month period following the preparation of an accounting restatement, as a result of misconduct.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on this review and discussion, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

By the Compensation Committee of the Board of Directors of Market Leader, Inc.

Frank M. 'Pete' Higgins, Chairman
Michael Galgon
Nicholas Hanauer
Richard Mendenhall

EXECUTIVE COMPENSATION TABLES

2012 Summary Compensation Table

The following table summarizes compensation earned by our Chief Executive Officer and our Chief Financial Officer for 2012, 2011, and 2010 (collectively, the "named executive officers").

Name and Principal Position	Year	Salary ($)	Bonus ($)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Ian H. Morris	2012	340,000	—	282,915	103,950	37,850(2)	764,715
President and Chief Executive Officer	2011	327,500	—	204,740	128,700	37,677	698,617
	2010	315,000	2,750	217,125	47,250	27,506	609,631
Jacqueline L. Davidson	2012	228,750	—	156,994	51,789	—	437,533
Chief Financial Officer	2011	222,660	—	118,787	65,813	—	407,260
	2010	210,000	16,375	121,590	23,625	—	371,590

(1) Reflects aggregate grant date fair value for awards granted in the year indicated, computed in accordance with FASB ASC Topic 718 (disregarding any estimate of forfeitures related to service-based vesting

conditions). See Note 12, under the heading “Stock Option Plans and Stock-Based Compensation” in the Notes to Consolidated Financial Statements set forth in our Annual Reports on Form 10-K filed on March 15, 2013 and March 19, 2012, for assumptions made in determining these amounts.

(2) Consists of (i) family medical and dental insurance premiums and additional life insurance premiums totaling $5,893, (ii) a car allowance of $9,000, (iii) club membership fees totaling $2,946, (iv) tax/financial planning services in the amount of $10,000, and (v) the reimbursement of the related tax on the benefits described in (i) through (iv) in the amount of $10,011. Effective January 1, 2013, Mr. Morris is no longer eligible to receive the foregoing benefits.

2012 Grants of Plan-Based Awards Table

The following table summarizes stock appreciation rights and restricted stock units granted under the 2004 Equity Incentive Plan during 2012 to our executive officers.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards							
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	All Other Stock Awards: Number of Share of Stock or Units(#)	All Other Option Awards: Number of Securities Underlying Options (#) (1)	Exercise or Price of Option Awards ($/Share)	Closing Price on Grant Date ($/Share)	Grant Date Fair Value of Stock and Option Awards ($)
Ian H. Morris	06/14/12					150,000	4.66	4.70	282,915
		—	210,000	350,000					
Jacqueline L. Davidson	06/14/12					40,000	4.66	4.70	75,444
	06/14/12				17,500		—		81,550
		—	104,625	186,000					

(1) Stock appreciation right exercise prices are calculated as an average of the high and low prices of our common stock on the grant date. All 2012 stock appreciation rights were granted under the 2004 Equity Incentive Plan.

Equity Compensation Plans

Market Leader has two equity compensation plans under which our executive officers have been granted equity awards: the 1999 Stock Incentive Plan and the 2004 Equity Incentive Plan. We currently grant equity-based awards only under the 2004 Equity Incentive Plan.

- Stock options are awarded with exercise prices equal to the average of the high and low trading prices of our common stock on the date of grant and typically vest over a four-year period, subject to continued employment. The stock option awards have a ten year term. During 2012, no stock options were granted to the named executive officers.
- Restricted stock units granted to executive officers vest over periods of up to four years, subject to continued employment through those vesting dates. During 2012, 17,500 restricted stock units were granted to Ms. Davidson and no restricted stock units were granted to Mr. Morris.
- Stock appreciation rights are awarded with grant prices equal to the average of the high and low trading prices of our common stock on the date of grant and typically vest over a four-year period, subject to continued employment. The stock appreciation rights have a five-year term. The stock appreciation rights are net settled in cash or shares at the discretion of the Compensation Committee. During 2012, a stock appreciation right for 150,000 shares was granted to Mr. Morris and a stock appreciation right for 40,000 shares was granted to Ms. Davidson.

2012 Outstanding Equity Awards at Fiscal Year-End Table

The following table provides information about outstanding stock options, stock appreciation rights, and restricted stock units held by our named executive officers as of December 31, 2012.

		Option Awards				Stock Awards	
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)(1)
Ian H. Morris	8/30/2005	150,000(2)	—	13.23	8/30/2015	—	—
	12/19/2006	150,000(2)	—	5.40	12/19/2016	—	—
	7/28/2008	250,000(2)	—	2.85	7/28/2018	—	—
	7/30/2009	195,000(2)	45,000	1.96	7/30/2019	—	—
	9/23/2010	140,625(2)	109,375	2.01	9/23/2020	—	—
	10/06/2011	50,000(5)	150,000	2.26	10/06/2016	—	—
	6/14/2012	18,750(5)	131,250	4.66	6/14/2017	—	—
Jacqueline L. Davidson	12/07/2004	25,000(3)	—	8.50	12/7/2014	—	—
	8/30/2005	20,000(3)	—	13.23	8/30/2015	—	—
	12/19/2006	80,000(3)	—	5.40	12/19/2016	—	—
	2/19/2008	75,000(3)	—	2.94	2/19/2018	—	—
	7/28/2008	160,000(3)	—	2.85	7/28/2018	—	—
	7/30/2009	130,000(3)	30,000	1.96	7/30/2019	—	—
	9/23/2010	78,750(3)	61,250	2.01	9/23/2020	—	—
	9/15/2011	—	—	—	—	12,032(3)	78,810
	9/15/2011	25,000(4)	55,000	2.21	9/15/2016	—	—
	6/14/2012	—	—	—	—	17,500(3)	114,625
	6/14/2012	— (4)	40,000	4.66	6/14/2017	—	—

(1) The closing price of our common stock on December 31, 2012 was $6.55 per share.
(2) This option vests 6.25% at the end of each quarter following the grant date.
(3) This stock option or restricted stock unit, as applicable, vests 25% on the first anniversary of the grant date and 6.25% at the end of each of the next twelve quarters.
(4) This stock appreciation right vests 25% on the first anniversary of the grant date and 6.25% at the end of each of the next twelve quarters.
(5) This stock appreciation right vests 6.25% at the end of each quarter following the grant date.

2012 Option Exercises and Stock Vested Table

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($) (2)
Ian H. Morris	898,783(3)	2,054,852	—	—
Jacqueline L. Davidson	—	—	5,468	30,992

(1) Amount reflects the difference between the fair market value of our common stock at the time of exercise and the exercise price of the option, multiplied by the number of shares exercised.
(2) Amount reflects the average of the high and the low prices of our common stock on the day the stock award vested, multiplied by the number of shares vested.
(3) Includes options that were withheld to cover exercise price and taxes. The net number of shares received was 664,544.

Post-Termination Compensation and Benefits; Change in Control

Employment Agreements

Under our employment agreement with Mr. Morris, if Mr. Morris' employment is terminated without "cause," or if he resigns for "good reason," he will be entitled to receive the following benefits: (i) termination payments equal to twelve months' annual base salary payable in 24 semi-monthly installments, (ii) any unpaid base salary for services previously performed as of the date of termination, (iii) a severance bonus equal to 100% of the most recent annual bonus paid to him, and (iv) payment of COBRA premiums until termination or expiration of eligibility for COBRA coverage. If Mr. Morris resigns for good reason, all unvested outstanding options to purchase shares of our common stock granted on or prior to the date of the agreement will become 100% vested and immediately exercisable. In the event that we terminate Mr. Morris' employment without cause, all unvested options that would have been exercisable on the fourth quarterly vesting date following his termination will become vested and exercisable as of the date of termination. Until December 31, 2012, Market Leader carried a $2.5 million life insurance policy on Mr. Morris that named his wife as the beneficiary.

Under our employment agreement with Ms. Davidson, if Ms. Davidson's employment is terminated without "cause" or if she resigns for "good reason," she will be entitled to receive the following benefits: (i) termination payments equal to six months' annual base salary and (ii) payments equal to six months of COBRA premiums, provided that she sign a separation agreement releasing any claims against Market Leader. In the event of Ms. Davidson's death or disability, she and her eligible dependents will be entitled to receive six months of COBRA premiums.

The definition of "cause" in the employment agreements generally includes the following:

- Willful misconduct, insubordination, or dishonesty in the performance of the executive's duties or other knowing and material violation of company policies and procedures in effect from time to time which results in a material adverse effect on Market Leader;
- Commission by the executive of acts involving dishonesty, moral turpitude, deceit or fraud that resulted or could reasonably be expected to result in a felony conviction;
- Current use by the executive of illegal substances that results in a criminal conviction and materially impairs Market Leader's business, goodwill or reputation; or
- Any material violation by the executive of the executive's noncompetition agreement with Market Leader that results in a material adverse effect on Market Leader.

In the case of Mr. Morris' employment agreement, "cause" is also defined as the continued failure of the executive to satisfactorily perform his duties for a period of 60 consecutive days after receipt of written notice that specifically identifies the areas in which the executive's performance is deficient and the executive fails to cure such acts or omissions within 30 days after receipt of the written notice.

"Good reason" is generally defined in the employment agreements as:

- a material reduction in the executive's duties, authority, or responsibility at Market Leader;
- a material and involuntary reduction in the executive's base salary;
- a material breach of the employment agreement by Market Leader; or
- a material change in the geographic location at which the executive must perform services.

Termination of employment by the executive will not be deemed to be for good reason unless the executive provides notice to Market Leader of the good reason event or condition within 30 days of its occurrence and Market Leader has a 30-day opportunity after such notice to cure such conduct or event.

Equity Award Agreements with Mr. Morris

Mr. Morris' outstanding equity awards also will receive accelerated vesting pursuant to the terms of the agreements evidencing those awards. In the event Mr. Morris terminates employment for good reason, all outstanding unvested options and stock appreciation rights will become 100% vested and exercisable. In the event that we terminate Mr. Morris' employment without cause, all outstanding options and stock appreciation rights that would have been exercisable on the fourth quarterly vesting date following his termination will become vested and exercisable as of the date of termination. Mr. Morris' equity awards also are eligible for accelerated vesting upon a change in control, as set forth in the section immediately below. The terms "good reason" and "cause" are defined in Mr. Morris' employment agreement.

Change in Control Provisions under the 2004 Equity Incentive Plan

Unless the Compensation Committee provides otherwise at the time of grant of an award under the 2004 Equity Incentive Plan, in the event of certain "company transactions," as defined below, each outstanding stock option, stock appreciation right, or restricted stock unit generally will automatically accelerate and become fully vested and exercisable or payable immediately before the company transaction, unless the award is assumed, continued or replaced with a comparable award by the successor entity or the parent of the successor entity. Any stock option, stock appreciation right, or restricted stock unit that is assumed, continued or replaced with a comparable award in the company transaction will retain its original vesting schedule. Notwithstanding the above, the Compensation Committee may instead provide that awards will be terminated and exchanged for cash in connection with a company transaction, either to the extent then vested and exercisable or whether or not then vested and exercisable, as determined by the Compensation Committee in its sole discretion.

Under the 2004 Equity Incentive Plan, a "company transaction" is generally defined as:

- A merger or consolidation with or into any other company or entity;
- A statutory share exchange or sale in one transaction or a series of transactions of all or substantially all of our outstanding voting securities (excluding mergers or consolidations in which the holders of common stock immediately prior to the transaction hold at least a majority of the shares immediately thereafter); or
- A sale of all or substantially all of our assets.

Mr. Morris' outstanding equity awards will also receive accelerated vesting in addition to the standard acceleration provisions set forth in the 2004 Equity Incentive Plan. Pursuant to this arrangement, in the event of certain company transactions, as defined above, 50% of the unvested portions of Mr. Morris' stock options and stock appreciation rights will automatically become vested and exercisable, and the remaining portion of these awards will vest in equal quarterly increments over the shorter of (i) two years immediately following such company transaction or (ii) the amount of time remaining under the award's original vesting schedule.

2012 Potential Payments in the Event of Termination of Employment or Change in Control Table

The following table reflects the estimated amount of incremental compensation payable to the named executive officers in the event a termination of employment or a change in control of the Company had occurred on December 31, 2012. Benefits available to all employees generally are not included in the table. The actual amounts to be paid can be determined only at the time of the executive officers' termination of employment or change in control.

	Voluntary Termination for Good Reason ($)	Involuntary-Not for Cause Termination ($)	Change in Control (Assumption of Equity Awards) ($)	Change in Control (No Assumption of Equity Awards) ($)	Death/ Disability ($)
Ian H. Morris					
Severance payments	350,000	350,000	—	—	—
Bonus payments (1)	128,700	128,700	—	—	—
Equity-based awards acceleration (2)	1,594,675	775,675	1,594,675	1,594,675	—
Health insurance premiums (3)	31,285	31,285	—	—	31,285
Life insurance payments (4)	—	—	—	—	2,500,000
Jacqueline L. Davidson					
Severance payments	116,250	116,250	—	—	—
Equity-based awards acceleration (2)	—	—	—	923,510	—
Health insurance premiums (5)	10,428	10,428	—	—	10,428

(1) Mr. Morris has a termination provision providing for the payout of 100% of the most recent annual bonus paid, which as of December 31, 2012 was his 2011 annual bonus.

(2) Equity award acceleration is measured as the intrinsic value of the equity awards being accelerated at December 31, 2012. Intrinsic value is calculated as the difference between our closing stock price on December 31, 2012 the exercise or base price of the equity award multiplied by the number of shares subject to acceleration as of December 31, 2012.

(3) Mr. Morris is entitled to receive 18 months of health insurance premiums in the event of his death or disability prior to termination.

(4) The Company carries a $2.5 million life insurance policy on Mr. Morris that names his wife as the beneficiary. In the event of his death she would receive policy payout.

(5) Ms. Davidson is entitled to receive 6 months of health insurance premiums in the event of her death or disability prior to termination.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

The aggregate fees for professional services rendered for fiscal years 2012 and 2011 by KPMG, our independent registered public accounting firm, were as follows:

	2012	2011
Audit-fees (1)	$491,113	$496,239
Tax fees (2)	—	12,737
Total	$491,113	$508,976

(1) *Audit Fees.* Fees and expenses associated with professional services rendered by KPMG in connection with (i) the audit of our consolidated annual financial statements and internal control over financial reporting; (ii) reviews of our unaudited consolidated interim financial statements; and (iii) reviews of documents furnished or filed with the SEC.

(2) *Tax Fees.* The aggregate fees billed by KPMG for professional services rendered for state business tax compliance, advice and planning.

The Audit Committee pre-approves all audit and permissible non-audit services provided by our independent registered public accounting firm. The policy is designed to ensure that the provision of these services does not impair the auditor's independence. Under the policy, unless a type of service to be provided by the independent registered public accounting firm has received general pre-approval, it will require specific pre-approval by the Audit Committee. In addition, any proposed services exceeding pre-approved cost levels will require specific pre-approval by the Audit Committee. Under the policy, the Audit Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated is required to report any pre-approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee does not delegate responsibilities to pre-approve services performed by the independent registered public accounting firm to management.

For 2012, all audit services were pre-approved by the Audit Committee. There were no non-audit services in 2012. For 2011, all audit and non-audit services were pre-approved by the Audit Committee.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors is composed of three directors who are "independent" directors as defined under the rules of The Nasdaq Stock Market and the SEC. The Audit Committee operates under a written charter approved by the Board of Directors, a copy of which is available at the "Governance Documents" link on the Investors section of our website, *www.marketleader.com*.

Responsibilities. The primary function of the Audit Committee is to oversee the accounting and financial reporting processes of Market Leader and the audit of the financial statements and internal control over financial reporting of Market Leader. The responsibilities of the Audit Committee include, among others, appointing an independent registered public accounting firm as Market Leader's independent registered public accounting firm and considering, in consultation with the independent auditors, the audit scope and plan. The Audit Committee Charter describes in greater detail the responsibilities of the Audit Committee. Management is responsible for Market Leader's internal controls and financial reporting process. The independent auditors are responsible for performing an independent audit of Market Leader's consolidated financial statements and internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board and for issuing a report thereon.

Review with Management and Independent Auditors. In this context, the Audit Committee has met and held discussions with management and the independent registered public accounting firm. The Audit Committee has reviewed and discussed with management and the independent registered public accounting firm Market Leader's audited consolidated financial statements and internal control over financial reporting as of and for the fiscal year ended December 31, 2012 and the independent registered public accounting firm's report thereon. Management represented to the Audit Committee that Market Leader's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America.

The Audit Committee discussed with the independent auditors the matters required to be discussed by the Statement on Auditing Standards No. 61, Communication with Audit Committees, as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee also received and reviewed the written disclosures and the letter from the independent auditors required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, and has discussed with the independent auditors the independent auditor's independence.

Summary. Based on the reviews and discussions with management and the independent auditors referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements referred to above be included in Market Leader's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 for filing with the SEC.

In connection with its review of Market Leader's consolidated audited financial statements referred to above, the Audit Committee relied on advice and information that it received in its discussions with management and advice and information it received in the audit report of and discussions with the independent registered public accounting firm.

This report is submitted over the names of the members of the Audit Committee.

Jon W. Gacek, Chair
Nicolas J. Hanauer
Frank M. ("Pete") Higgins

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our officers, directors and persons who own more than 10% of a registered class of our equity securities to file reports of ownership and changes in ownership with respect to our equity securities with the SEC. Based solely on our review of the copies of such forms that we received we believe that our officers, directors and greater than 10% beneficial owners complied with all filing requirements on a timely basis during 2012, except that one form to report vesting of restricted stock units for Ms. Davidson was filed late because of an inadvertent administrative error.

SHAREHOLDER PROPOSALS FOR 2014 ANNUAL MEETING

Submission of Shareholder Proposals for Inclusion in Proxy Statement

Under the SEC's proxy rules, shareholder proposals that meet certain conditions may be included in Market Leader's proxy statement and form of proxy for a particular Annual Meeting of Shareholders. To be considered for inclusion in our proxy materials for the 2014 Annual Meeting of Shareholders, shareholder proposals must be submitted in writing to our principal executive offices and received no later than December 20, 2013.

Advance Notice Procedures for Director Nominations and Other Business at Annual Meeting of Shareholders

Shareholders who intend to nominate persons for election to the Board of Directors or to present a proposal at the 2014 Annual Meeting of Shareholders without inclusion of the proposal in our proxy materials must provide advance written notice of such nomination or proposal in the manner required by our Bylaws. Notice of nominations or other business proposed to be considered by shareholders at the Annual Meeting of Shareholders, complying with Sections 2.6.1 and 3.3.1 of the Bylaws, as applicable, must be received by the Corporate Secretary no earlier than February 24, 2014 and no later than March 24, 2014. Notices should be sent to: Market Leader, Inc., Attn: Corporate Secretary, 11332 NE 122nd Way, Suite 200, Kirkland, WA 98034. For additional information regarding director nomination procedures, see "Board of Directors and Corporate Governance—Director Nominations and Qualifications" above.

For proposals that are timely filed, Market Leader retains discretion to vote proxies it receives provided that (1) Market Leader includes in its proxy statement advice on the nature of the proposal and how it intends to exercise its voting discretion and (2) the proponent does not issue a proxy statement.

OTHER BUSINESS

The Board of Directors does not intend to present any business at the Annual Meeting other than as described in the accompanying Notice of Annual Meeting of Shareholders, and has no present knowledge that others intend to present business at the Annual Meeting. If, however, other matters requiring the vote of the shareholders properly come before the Annual Meeting, the persons named in the accompanying form of proxy intend to exercise their discretionary authority to vote the proxies held by them in accordance with their best judgment as to such matters.

ANNUAL REPORT AND FINANCIAL STATEMENTS

A copy of the Market Leader 2012 Annual Report to Shareholders, which includes the Market Leader Annual Report on Form 10-K for the fiscal year ended December 31, 2012, accompanies this Proxy Statement. Additional copies may be obtained, without charge, upon request to Market Leader, Inc., Attn: Investor Relations at 11332 NE 122nd Way, Suite 200, Kirkland, WA 98034.

By Order of the Board of Directors,

Ian Morris
President and Chief Executive Officer
April 15, 2013

Proxy

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Annual Report
on
Form 10-K

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

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2012

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number: 000-51032

Market Leader, Inc.
(Exact name of registrant as specified in its charter)

Washington	**91-1982679**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
11332 NE 122nd Way, Suite 200 Kirkland, WA	**98034**
(Address of Principal Executive Offices)	**(Zip Code)**

425-952-5500
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of Each Exchange on Which Registered
Common Stock, $.001 par value	**The Nasdaq Global Select Market**

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of voting and non-voting stock held by non-affiliates of the registrant based on the closing sale price on June 30, 2012 as reported on The Nasdaq Global Select Market was approximately $112,896,000.

As of March 8, 2013, there were outstanding 26,817,512 shares of the registrant's common stock which is the only class of common stock of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Market Leader, Inc.'s definitive proxy statement for its 2013 Annual Meeting of Shareholders to be filed with the Commission pursuant to Regulation 14A are incorporated by reference in Part III of this Form 10-K.

FORM 10-K TABLE OF CONTENTS

PART I

ITEM 1: BUSINESS

Our Annual Report on Form 10-K and the documents incorporated herein by reference contain forward-looking statements relating to our anticipated plans, products, services, and financial performance. Other than statements of historical fact, all statements made in this Annual Report on Form 10-K are forward-looking, including, but not limited to, statements regarding industry prospects, future results of operations or financial position , and statements of our intent, belief and current expectations about our strategic direction, prospective and future financial results and condition. The words "will," "should," "plan," "estimate," "believe," "expect," "anticipate," "intend" and similar expressions identify forward-looking statements, but their absence does not mean the statement is not forward looking. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that could cause actual results to differ materially from those anticipated in the forward looking statements. Factors that could affect the company's actual results include its ability to retain and increase its customer base, including enterprise customers and real estate professionals, to sell premium products to real estate professionals associated with enterprise customers, to continue to grow revenues, to respond to competitive threats and real estate market conditions, to develop new products, and to develop new revenue sources and other matters discussed in "Risk Factors" contained in Item 1A. of this Annual Report on Form 10-K. Given these risks and uncertainties, you should not place undue reliance on our forward-looking statements. The inclusion of such forward-looking statements should not be regarded as a representation that contemplated future events, plans or expectations will be achieved. The forward-looking statements are made as of the date of this report and, except as required by law, we assume no obligation to update any of these statements to reflect events or circumstances after the date hereof.

Unless the context requires otherwise, the terms "Market Leader," the "Company," "we," "us" and "our" refer to Market Leader, Inc. and its subsidiaries.

Company Background and Overview

Market Leader, founded in 1999, provides innovative online technology and marketing solutions for real estate professionals across the United States and Canada. We serve 125,000 real estate agents, brokerages and franchisors, offering complete end-to-end solutions that enable them to grow and manage their businesses. Our subscription-based real estate marketing software and services help customers generate a steady stream of prospects, plus provide the systems and training they need to convert those prospects into clients. In addition, our national consumer real estate sites, including www.realestate.com, give its customers access to millions of future home buyers and sellers, while providing consumers with free access to the information they seek.

We offer our services to real estate professionals, both directly and through marketing relationships with leading franchise networks. Starting in 2011, with the announcement of our selection by Keller Williams Realty International to provide our comprehensive end-to-end marketing solution to its entire franchise organization of approximately 80,000 professionals, we implemented an effective strategy to build and maintain sales and marketing channel relationships with major franchise networks and large brokerage companies to sell from the top down. These strategic relationships enable us to tap into the influence, credibility, and existing sales and marketing infrastructure of these franchise networks in order to cost-effectively acquire high-value, premium customers.

Under these strategic agreements, we typically provide a base level version of our software-as-a-service products to agents and brokers enterprise-wide in exchange for specified contractual revenue over a number of years. These enterprise customers have a business incentive to partner with us and drive broad platform adoption of our software-as-a-service solutions, because it helps foster success and performance improvements within their agent base. Our strategy is to leverage the resulting broad access to sell recurring subscriptions to our premium services, including both software upgrades and marketing services. This strategy has contributed to our strong revenue growth.

We extended our access in the enterprise space with the signing of two additional agreements in 2012 with CENTURY 21 Real Estate LLC and Better Homes and Gardens Real Estate LLC, both national franchisors.

At the core of our value proposition is a comprehensive software-as-a-service-based marketing solution for real estate professionals. We provide a personalized, customer-branded website, with complete multiple listing service (MLS) integration, that is optimized to generate consumer response. We also enable real estate professionals to leverage a library of sales and marketing materials in order to design, create, publish, and manage their own personalized marketing campaigns. And we provide tools to generate traffic and leads, and engage with all of their contacts and clients through our proprietary customer relationship management (CRM) tool. All of these services are delivered as one tightly integrated solution that we believe is unparalleled in comprehensiveness, power, and ease of use.

Our software-as-a-service based products are delivered primarily through a single, flexible and robust software platform that can be configured and integrated with other services to create customized solutions for our enterprise customers. These software-as-a-service based products extend our legacy as an innovator of internet-based marketing services for real estate professionals since our inception.

Our original business model pioneered online lead-generation services for real estate agents. Our traditional lead-generation products, HouseValues® and JustListed®, delivered home seller or buyer leads to customers.

These traditional products drove extremely rapid growth in our early years that was aided in part by a robust residential real estate market. When the slowdown in real estate transactions led to declines in our traditional business, we adapted by significantly reducing expenses in all categories. Sales efforts associated with traditional products were curtailed and related development was discontinued. By utilizing the cash flows of our traditional business, we preserved our capital, enhanced our ability to invest in new products, and to rebuild the Company around more powerful, software-as-a-service offerings.

During 2011 we continued to enhance our software-as-a-service based offering and our presence in the marketing services segment through our acquisitions of SharperAgent and asset of RealEstate.com. During 2012 we integrated SharperAgent's marketing campaign, design, and print capabilities into our software platform. The integration of this application with our software-as-a-service platform adds new value for existing customers while enhancing their productivity. In addition during 2012, we released a number of important enhancements to RealEstate.com and Housevalues.com and have integrated both with our software-as-a-service platform, providing our customers with the opportunity to leverage consumer engagement through these national real estate websites to drive new business and differentiate themselves in their local markets.

Services for Our Customers — Real Estate Professionals

We provide the majority of our real estate professional customers with software-as-a-service-based marketing services, a bundle of services that may include some or all of the following:

- Software-as-a-service, including customer relationship management (CRM) tools, personalized websites, marketing tools, and content designed to help our customers build online relationships with prospective home buyers and sellers.

  Our cloud-based system helps our real estate professional customers manage and cultivate prospects. By automating many of the repetitive tasks that are required in order to follow up and communicate with potential clients, these tools allow our customers to focus on transacting their current business while efficiently marketing their services to potential clients, maintaining a pipeline of future business opportunities. Our CRM tools also include proprietary real estate content and consumer email campaigns that our customers use to position themselves as highly engaged, technology-savvy neighborhood experts. By incorporating a tightly integrated, agent-branded website, these systems offer the added advantage of real-time insight into consumer online behavior. Our customers are also able to leverage the marketing campaign management tools, print, and design center capabilities of our CRM.

- Marketplace products that utilize our advertising expertise and leverage our national real estate websites to produce leads in the local neighborhoods where our customers do business.
- Community and training services that enable our customers to share and learn best practices to help them close more business with Internet consumers.

  Our customers are invited to participate in company-hosted group coaching calls and peer-to-peer "best practices" training conference calls. Performance measurement and benchmarking tools built into these products also enable comparison of key performance factors to those of successful producers while highlighting areas for improvement. These community and training services also include social media and networking through our ActiveRain network. With over 330,000 members, this networkwas identified as the leading professional and social media site focused on the real-estate industry identified by the National Association of Realtors 2010 REALTOR® Technology Survey Report.

We offer our products for a monthly fixed fee. Our software customers often buy marketplace services in addition to their software-as-a-service subscription, and they have the flexibility to adjust these marketing expenditures as their business needs dictate.

We believe that successful real estate professionals typically have systems and processes in place to capture and develop leads or prospects, and to maintain and expand their businesses. In addition, we believe that the value of the website traffic and leads generated for our customers through our network of websites and national advertising expertise is enhanced when combined with our integrated software-as-a-service platform that helps our customers convert these leads into closed transactions.

We believe that our specialized real estate marketing services capabilities provide a competitive advantage for our customers. We use direct-response advertising to drive prospective home buyers and sellers to our real estate-oriented websites. We regularly advertise on major Internet search engines and other websites, and sometimes supplement this advertising with national and local television advertising and other media to help manage and geographically target consumer traffic and lead volume.

How We Generate Revenues

We generate the majority of our revenues from the services we provide to real estate professionals. We charge real estate professionals recurring monthly fees for our software-as-a-service tools. We also generate recurring revenue from advertising and print services.

We recognize monthly fees as revenue in the month that the service is provided, and we recognize revenue from any set-up fees on a straight-line basis over the estimated customer life.

We also generate revenues through enterprise marketing agreements with two leading franchise networks. These agreements provide for minimum payments from the franchise networks in order to make a base level product available to all their agents and/or brokerages. Revenue from our third enterprise agreement is expected in April 2013. In addition, we generate revenue through sales of premium products to individual agents, teams and brokerage offices. As with all our software-as-a-service products, revenue from the premium products is billed monthly and recognized in the month service is provided.

Our Expenses

The largest components of our expenses are personnel and marketing costs. Personnel expenses are categorized in our statements of operations based on each employee's principal function. Marketing expenses consist of programs designed to attract consumers to our websites and to promote our services to potential customers — residential real estate professionals.

Geographic Areas

We generate most of our revenue from customers in the United States. For the years ended December 31, 2012 and 2011, revenue generated from customers located within the United States was $43.0 million and $31.7 million, respectively. The rest of our revenue is primarily from Canada.

Market and Competition

An estimated $24 billion was spent in 2012 on real estate-related marketing in the U.S., according to Borrell Associates. Of this large market, our current product offerings are focused on the $11 billion that is spent by residential real estate professionals.

We believe the principal competitive factors affecting our markets are product selection and quality; price; customer service and support; brand recognition; and reputation, reliability and trust. We believe that we compete effectively in these areas and that several factors contribute to our competitive advantage.

We believe that our comprehensive real estate marketing platform provides us with a unique competitive advantage with real estate professionals and particularly with large franchise networks and brokerage companies. These leading franchises are recognizing that Market Leader's software-as-a-service platform can help them recruit and retain agents, while also making those agents more productive. We believe our highly-integrated platform delivers much more value and convenience than those of our competitors, whose functionality is limited to a narrow segment. We expect to further enhance the value we deliver to customers as we continue to expand the breadth of our solution.

We believe that our focus on online marketing products continues to be a competitive advantage as we compete for real estate marketing dollars because consumers are online. According to the National Association of Realtors Profile of Home Buyers and Sellers, in 2012 90% of home buyers used the Internet to search for homes and about two-thirds selected the first real estate agent they interviewed. By helping real estate agents provide market and listing information early in the consumers' home buying process, our products help position the agent to win the business of assisting these consumers in their home buying and selling transactions.

Our advertising expertise and the size and geographic breadth of our customer base create efficiencies in consumer lead-generation, website traffic and distribution of traffic and prospects that may not be available to competitors that lack our experience, scale and nationwide distribution.

Finally, our products provide our real estate professional customers greater insight into the online behavior of their consumer prospects than traditional real estate lead-generation systems. The differentiated design and features of our services can result in efficiency and efficacy for our customers, and their success and satisfaction can lead to stronger retention and high lifetime customer value.

Our current competitors include online companies focused on residential real estate, internet media companies, and traditional sellers of advertising to real estate professionals.

Technology and Infrastructure

We have built and acquired proprietary systems to provide and host our suite of services to our real estate professional customers, to interact with real estate consumers, and to manage our business.

Software-as-a-Service offerings – Our software-as-a-service based products include websites that we provide to our customers to enable consumers to research home listings and comprehensive neighborhood information online. These websites are tightly integrated with our proprietary CRM tool. Our CRM tools are also integrated with marketing campaign, print, and design center capabilities for customers. We have focused our ongoing development efforts on the software-as-a-service based products, which drove the majority of our revenue in 2012. Additionally, our ActiveRain social media network offers a variety of software-as-a-service tools including professional networking and online marketing services for real estate professionals.

Marketplace Offerings– By way of our national real estate websites as well as our hosted customer websites, we provide our customers access to millions of future home buyers and sellers, while providing consumers with free access to the information they seek. We have built systems to efficiently deliver website traffic and advertising services to our customers. We use geo-targeted, business-rule driven traffic routing and lead management systems that enable us to manage traffic and lead flow and to optimize monetization across our customer base. In addition, we interact with thousands of online consumers every day, driving traffic to the websites we host and enable tracking and testing so that we can monitor visitor conversion metrics.

Training Systems– We provide our customers with marketing materials, training and support, including online training and certification programs.

Our systems are hosted in co-location facilities in Kent, Washington and Denver, Colorado. We have secure and fully redundant systems and our software and databases are backed up daily and stored at an offsite location.

Intellectual Property

To protect our proprietary rights, we rely on a combination of trademark, copyright and trade secret laws, confidentiality agreements with our employees and consultants, and confidentiality provisions in our vendor and client agreements. We currently have thirty-six trademarks registered in the United States and five trademarks registered in Canada. Applications for additional trademarks are pending for our product names and certain words and phrases that we use in our business. We have four patents registered in the United States., and we have one pending patent application. We also rely on copyright laws to protect computer programs relating to our websites and our proprietary technologies, although to date we have not registered for copyright protection. We have also registered numerous Internet domain names related to our business in order to protect our proprietary interests.

Government Regulation

Our business is subject to various laws and regulations relating to Internet commerce and telemarketing, as well as federal and state laws and regulations relating to real estate and mortgage matters.

Regulation Relating to Internet Commerce. Several jurisdictions have recently proposed or adopted privacy-related laws that restrict or prohibit unsolicited email solicitations, commonly known as “spam,” that impose complex and often burdensome requirements in connection with sending commercial email.

Telemarketing Laws. Both federal and state laws regulate the practice of telemarketing. Most jurisdictions have implemented “do not call” lists. In addition, a number of states require telemarketers to register with the state and post a bond, prohibit automated systems and recorded messages, impose disclosure requirements upon sales calls, and require written sales contracts for certain telemarketing transactions.

State Real Estate Regulation. Real estate licensing laws vary from state to state, but generally require corporations engaged in the real estate brokerage business to obtain a corporate real estate broker’s license. We currently hold corporate real estate broker licenses in the State of Washington and in the majority of other states.

Employees

As of December 31, 2012, we had 278 employees located primarily in or near Seattle, Washington and Denver, Colorado. None of our employees are covered by a collective bargaining agreement. We have never experienced employment-related work stoppages and consider our employee relations to be good.

Available Information

Our Internet address is *www.marketleader.com*. On the "Investors – SEC Filings" section of our website, we provide free access to our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission ("SEC"). The information found on our website is not a part of this or any other report filed with or furnished to the SEC. The SEC maintains a website (*www.sec.gov*) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC20549, on official business days during the hours of 10:00 am to 3:00 pm, or obtain information on the operation of the Public Reference Room by calling 1-800-SEC-0330.

ITEM 1A: RISK FACTORS

You should carefully consider the following factors that may affect our business, future operating results and financial condition, as well as other information included in this Annual Report. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. If any of the following risks actually occur, our business, financial condition and operating results could be materially adversely affected.

Our operating results are subject to fluctuations that may cause our stock price to decline.

We have reported net losses for the past five years. Our operating results have fluctuated in the past and are likely to continue to do so in the future. Our revenues are unpredictable and may fluctuate from quarter to quarter due to changes in rates of customer acquisition and retention, the rate of adoption of our software-as-a-service based products, the success of our efforts to upsell customers from promotional offers to higher revenue services, the cyclical nature of the real estate industry, and other factors outside of our control. In addition, our expenses and revenues may fluctuate from quarter to quarter due to, among other factors, the timing of sales and marketing campaigns.

We believe that period-to-period comparisons of our past operating results may not be good indicators of our future performance and should not be relied on to predict the future performance of our stock price.

It is possible that in the future our operating results will not meet the expectations of investors, causing the market price of our common stock to decline. In the past, companies that have experienced decreases in the market price of their stock have been subject to securities class action litigation. A securities class action lawsuit against us could result in substantial costs and divert our management's attention from other business concerns.

Our operating results have been and may continue to be adversely affected by the cyclical nature of the real estate industry.

Our business is dependent on the health of the residential real estate industry. The residential real estate market historically has been subject to economic cycles. An economic slowdown or recession, adverse tax policies, lower availability of credit, increased interest rates, or other factors that impact consumer confidence could decrease demand for residential real estate. Trends in the real estate industry are unpredictable; therefore, our operating results, to the extent they reflect changes in the broader real estate industry, may continue to be subject to significant fluctuations.

We may be unable to compete successfully with our current or future competitors.

We operate in a highly competitive environment and expect that competition will continue to be intense. The barriers to entry in our industry are low, making it possible for current or new competitors to adopt certain aspects of our business model without great financial expense, thereby reducing our ability to differentiate our services. All of our services, including online lead-generation, online prospect management, online real estate portal content and advertising, and customer coaching and training, are provided in part or in combination by other companies. One or more of these companies, or a new market entrant, could adopt a business model that competes directly with us, which could have an adverse impact on our business and operating results. See Item 1 — "Business — Competition" for a discussion of our competitors.

Many of our existing and potential competitors have longer operating histories, greater name recognition, greater technological capabilities or greater financial, sales, marketing and human resources than we do. These competitors could do any of the following, which could adversely impact our business and operating results:

- develop services that are as effective as or superior to our services or that achieve greater market acceptance than do our services;
- devote greater resources to marketing or selling their services;
- withstand price competition more successfully than we can;
- make more attractive offers to existing and potential employees or independent contractors than we do;
- more effectively negotiate third-party arrangements; and
- take advantage of investments, acquisitions or other opportunities more readily than we can.

Any efforts to expand into new lines of business and offer new products may not be successful, or may take longer than expected to complete.

New initiatives we may pursue may not be successful or the anticipated benefits may take longer to realize than expected. Also, we may have little or no experience in these areas which may result in errors in the conception, structure or implementation of a strategy to take advantage of available opportunities. We cannot assure you that any new products or other expansion efforts will be successful.

Our business model is evolving and our future operating results are unpredictable.

Our business model is constantly evolving, and new products and services we introduce may not be successful or may not be as profitable. For example, our software-as-a-service based products allow customers to adjust their marketplace expenditures, and our revenue may become more variable. Additionally, because the margin on advertising revenue is less than that of software subscriptions, overall margins may be more variable and lower depending upon the mix of advertising revenue.

We may have to increase our expenses as we seek to expand our business and diversify our product mix. We cannot assure you that our strategies to continue growing our revenue will be successful or that we will return to profitability on a quarterly or annual basis.

Any failure to increase the number of our customers would harm our business.

Growth of our business depends in large part on increasing the number of our real estate professional customers. However, prospective customers may not be familiar with our services and use competitive offerings. To attract more customers, we must convince real estate professionals to spend a portion of their advertising and marketing budgets on our services. We cannot assure you that we will be successful in continuing to acquire customers or that we will be able to acquire them at the same rate that we have historically. If we reach the point at which we have attempted to sell our services to the majority of residential real estate professionals, our ability to further increase the number of customers could be limited. We may not know or be able to estimate when we have reached this point because we currently cannot reliably estimate the total number of residential real estate professionals that are actively engaged in the industry during any particular period.

Any failure to retain customers could harm our business.

Our ability to retain our real estate professional customers will depend on our ability to generate website traffic and leads from prospective home buyers and sellers in quantities demanded by our customers, to enhance our existing services, develop new technologies that address the increasingly sophisticated and varied needs of our customers, and respond to technological advances and emerging industry standards and practices in a timely manner and on a cost effective basis. If we do not deliver the website traffic or quantity and quality of leads expected by our customers, maintain adequate technical support levels, or continue to improve the ease of use, functionality and features of our prospect management systems, customer coaching and training offerings, or if customers are dissatisfied with the quality of the leads that we provide, our customers may choose not to extend their contracts for our services or may choose to terminate their contracts.

Real estate professionals remain customers typically only for a limited period of time, and we have limited ability to predict how long they will remain customers.

Some customers sign month-to-month agreements and the majority of our other customer agreements have automatic one-month extensions at the end of their initial term. Additionally, customers associated with our enterprise customers are able to discontinue their premium services and use the base level product provided by their franchisor for which we would no longer be paid incremental revenue. Some customers have decided not to extend their contracts or have converted for our premium to our base product due to their inability to convert the leads we have provided into closed transactions, due to their dissatisfaction with our services, or their inability to pay for our services.

We cannot accurately predict how long real estate professionals will remain customers.

Acquisitions we may undertake may be unsuccessful and may divert our management's attention and consume significant resources.

We may selectively acquire other businesses, product lines or technologies. The successful execution of an acquisition strategy will depend on our ability to identify, negotiate, complete and integrate suitable acquisitions and, if necessary, to obtain satisfactory debt or equity financing. Acquisitions involve numerous risks, including:

- difficulties in integrating the operations, technologies, and products of the acquired companies;
- diversion of management's attention from normal daily operations of the business;
- inability to maintain the key business relationships and the reputations of acquired businesses;
- entry into markets in which we have limited or no prior experience and in which competitors have stronger market positions;
- dependence on unfamiliar affiliates and partners;
- insufficient revenues to offset increased expenses associated with acquisitions;
- reduction or replacement of the sales of existing services by sales of products or services from acquired lines of business;
- responsibility for the liabilities of acquired businesses;
- inability to maintain our internal standards, controls, procedures and policies; and
- potential loss of key employees of the acquired companies.

Acquisitions may not be successful, and if we are unable to effectively manage the risks described above or other risks we encounter, our business, operating results or financial condition may be negatively affected.

Mergers and acquisitions are inherently risky, and we cannot assure you that any acquisitions we make will be successful. Failure to manage and successfully integrate acquired businesses could harm our business.

We may be required to take an impairment charge for goodwill or other long-lived assets, which could adversely impact our results of operations.

We have acquired certain portions of our business through acquisitions and may continue to pursue acquisitions of other companies as part of our long-term business strategy. In connection with prior acquisitions, we have accounted for the portion of the purchase price paid in excess of the fair value of the net assets acquired as goodwill and may be required to do so for future acquisitions. Additionally, we have invested in other long-lived assets designed to enhance our product offerings or assist in achieving our business plan for our company.

Under the applicable accounting rules, goodwill is not amortized and is carried on our books at its original value, subject to periodic review and evaluation for impairment, whereas intangible and fixed assets are amortized or depreciated over the life of the asset. If, as a result of our periodic review and evaluation of our other long-lived assets for potential impairment, we determine that changes in the business itself, the economic environment including business valuation levels and trends, or the legislative or regulatory environment have adversely affected either the fair value of the business or the fair value of our assets, we may be required to take impairment charges. If market and economic conditions deteriorate, this could increase the likelihood that we will need to record impairment charges.

We rely heavily on advertising to generate leads for customers.

We rely heavily on advertising to attract consumers to our websites and to generate traffic and leads. We advertise primarily through online media and television commercials.

Business Risks Associated with Online Advertising. We rely on online media to attract a significant percentage of the consumers visiting our websites. Prices for online advertising may increase as a result of increased demand for advertising inventory, which would cause our expenses to increase and would result in lower margins. Our advertising contracts with online search engines are typically short-term. If one or more search engines on which we rely for advertising modifies or terminates its relationship with us, our expenses could further increase, the number of leads we generate could decrease and our revenues or margins could decline.

Business Risks Associated with Television Advertising. Television advertising rates depend on a number of factors, including the strength of the national economy and regional economies and the strength of certain industries that advertise frequently. Advertising rates are also subject to cyclical and seasonal fluctuations. If we rely more heavily on television advertising and those prices increase significantly or if the effectiveness of this advertising is less than we expect, in the absence of more efficient ways to generate leads, our marketing expenses will also increase, which would harm our results of operations.

As we are required to drive additional traffic for our growing customer base or if the number of leads that we are required to deliver increases, we may be required to increase the levels of advertising to meet those requirements. Increasing our advertising expenditures may not result in increases in traffic or leads. If the effectiveness of our advertising declines, our business will suffer.

We may in the future be subject to intellectual property rights claims.

Other companies, including our current or potential competitors, could make claims against us alleging infringement of their intellectual property rights. We have been subject to and expect to continue to be subject to, claims regarding alleged infringement by us of the patents, trademarks and other intellectual property rights of third parties. Any intellectual property claims, regardless of merit, could be time-consuming and expensive to litigate or settle, and could significantly divert management's attention from other business concerns. We may need to obtain licenses from third parties who allege that we have infringed their rights, but such licenses may not be available on terms acceptable to us or at all.

Our technologies and content may not be able to withstand third-party claims or rights against their use. If we were unable to successfully defend against such claims, we may have to pay damages, stop using the technology or content found to be in violation of a third party's rights, seek a license for the infringing technology or content, or develop alternative non-infringing technology or content. If we are required to obtain a license for the infringing technology or content, it may not be available on reasonable terms, if at all. In addition, developing alternative non-infringing technology or content could require significant effort and expense. If we cannot license or develop technology or content for any infringing aspects of our business, we may be forced to limit our service offerings. Any of these results could reduce our ability to compete effectively and harm our business.

Our trademarks are important to our business. Other companies may own, obtain or claim trademarks that could prevent, limit or interfere with our use of trademarks. If we were unable to use these trademarks, our business would be harmed and we would need to devote substantial resources toward developing different brand identities.

Prospective home buyers and sellers may be reluctant to sign up for our services due to general privacy concerns.

Concern among consumers regarding our use of personal information collected on our websites, such as email addresses, home addresses and geographic preferences, could keep them from using our websites and thereby reduce the number of leads we generate. Industry-wide events or events with respect to our websites, including misappropriation of third-party information, security breaches, or changes in industry standards, regulations or laws could deter people from using the Internet or our websites to conduct transactions that involve the transmission of confidential information, which could harm our business.

We rely on the collection, use and disclosure of personally identifiable information from prospective home buyers and sellers and from customers to conduct our business. We disclose our information collection and dissemination practices in a published privacy statement on our websites, which we may modify from time to time to meet operational needs or changes in the law or industry best practices. We may be subject to legal claims, government action and damage to our reputation if we act or are perceived to be acting inconsistently with the terms of our privacy statement, customer expectations or the law. In addition, concern among real estate professionals or potential home buyers or sellers about our privacy practices could keep them from using our services and require us to alter our business practices or incur significant expenses to educate them about how we use this information. Further, changes in laws and regulations applicable to the privacy of personal information or in the interpretation or enforcement of such laws or regulations, could require us to modify our practices regarding use, collection, protection and disclosure of such information. Any required modifications could result in significant expenses to us.

The value of our services could be diminished if anti-spam software filters out emails we send.

Our prospect management system includes a feature that automatically sends out personalized email messages to prospective home buyers and sellers on behalf of real estate professionals who are our customers. In addition, we send a large amount of email to real estate professionals as part of our customer acquisition strategy, some of which is unsolicited. In the past, anti-spam software used by Internet service providers and personal computer users has filtered out these email messages as unsolicited email, or "spam." If this problem persists or becomes more pervasive, the value of our prospect management system to customers, and our ability to attract new customers, could be reduced, both of which would harm our business. In addition, it is possible that we may not currently or in the future fully comply with anti-spam legislation, and any failure to comply with such laws could result in penalties or damage our reputation.

We rely on information from real estate multiple listing services provided by third parties that we do not control.

The websites we provide to our software-as-a-service based customers combine aerial maps and for sale home listings, including listings in most of the major metropolitan markets in the United States. In addition, in selected markets, including most of the major metropolitan markets in the United States, we provide customers with functionality that allows them to automatically email their prospective clients information about newly available homes that meet the prospective clients' criteria. The for sale home listings information provided by our websites and the automated email functionality are supplied only in markets in which we, our broker customers, or the broker affiliated with our agent customers have a relationship with the local multiple listing service (MLS). Our agreements with MLSs to display property listings have short terms, or can be terminated by the MLSs, or, in some cases, the broker, with little notice. The success of our products depends in part on our continued ability to provide customers with MLS listings and data, as well as our ability to expand listings in markets in which it is not currently available. Our inability to supply this information will harm our business and operating results.

If we fail to comply with the various laws and regulations that govern the real estate industry, our business may be harmed.

Our business is governed by various federal, state and local laws and regulations governing the real estate industry, including the Real Estate Settlement Procedures Act (RESPA), the Fair Housing Act, state and local real estate broker licensing laws, federal and state laws prohibiting unfair and deceptive acts and practices, and federal and state advertising laws. We may not have always been and may not always be in compliance with each of these requirements. Failure to comply with these requirements may result in, among other things, revocation of required licenses, indemnification liability to contract counterparties, class action lawsuits, administrative enforcement actions and civil and criminal liability.

Due to the geographic scope of our operations and the nature of the services we provide, we may be required to obtain and maintain real estate brokerage licenses in certain states in which we operate. In connection with such licenses, we are required to designate individual licensed brokers of record. We cannot assure you that we are, and will remain at all times, in full compliance with state real estate licensing laws and regulations and we may be subject to fines or penalties in the event of any non-compliance. If in the future a state agency were to determine that we are required to obtain a real estate brokerage license in that state in order to receive payments or commissions from real estate professionals, or if we lose the services of a designated broker, we may be subject to fines or legal penalties or our business operations in that state may be suspended until we obtain the license or replace the designated broker. Any failure to comply with applicable laws and regulations may limit our ability to expand into new markets, offer new products or continue to operate in one or more of our current markets.

We may be limited in the way in which we market our business or generate revenue by federal law prohibiting referral fees in real estate transactions.

RESPA generally prohibits the payment or receipt of fees or any other thing of value for the referral of business related to a residential real estate settlement service, including real estate brokerage services. RESPA also prohibits fee shares or splits or unearned fees in connection with the provision of residential real estate settlement services. However, RESPA expressly permits payments pursuant to cooperative brokerage and referral arrangements or agreements between real estate agents and brokers. In addition, RESPA permits payments for goods or facilities furnished or for services actually performed, so long as those payments bear a reasonable relationship to the market value of the goods or facilities furnished or the services performed, excluding the value of any referrals that may be provided in connection with such goods, facilities or services. Failure to comply with RESPA may result in, among other things, administrative enforcement actions, class action lawsuits, and civil and criminal liability.

There has been limited guidance by the appropriate federal regulator or the courts regarding the applicability of RESPA to online marketing relationships for real estate or mortgage services, including those we provide. Nonetheless, RESPA may restrict our ability to enter into marketing and distribution arrangements with third parties, particularly to the extent that such arrangements may be characterized as involving payments for the referral of residential real estate settlement service business.

We rely on our sales force to sell our services and increase revenue. Failure to attract, motivate and retain qualified sales personnel may harm our business.

We have high productivity standards for our sales personnel, which in the past has resulted in relatively high turnover. This turnover has required us to expend a substantial amount of time and money to replace sales persons, particularly as we expand our business. Competition for qualified sales personnel is intense. Any failure to attract, retain and motivate a sufficient number of qualified sales personnel could impair our ability to generate new customers, which would harm our business.

Our business could be harmed by the actions of third parties over whom we have little or no control.

Prospective home buyers and sellers could make a claim against us for the actions of a real estate agent or broker customer over whom we have little or no control. We do not conduct any due diligence or background checks on new customers or seek information regarding their credentials. We may be liable for content provided by customers that is posted on or disseminated through our websites. Our insurance may not be adequate to cover us for these liabilities, and, to the extent not covered by insurance, these liabilities could reduce our margins and harm our business.

Our brand could be harmed if customers do not provide quality service to prospective home buyers and sellers.

We rely on real estate professionals who are our customers of our marketing services products to promote our brand by providing high-quality service to prospective home buyers and sellers. We have little control over the activities of customers. If customers do not provide prospective home buyers and sellers with high-quality service, or if they use the functionality of our systems to send unwanted email to prospective home buyers or sellers, our brand value and our ability to generate leads may diminish.

Our operating results may be subject to seasonality and may vary significantly among quarters during a calendar year.

We are subject to seasonal fluctuations in advertising rates and marketing services. Changing consumer behavior at various times throughout the year affects our advertising expenses. Television advertising is generally more expensive in the fourth calendar quarter in connection with the holiday season.

While individual markets vary, real estate transaction activity tends to progressively increase from January through the summer months, and then gradually slows over the last quarter of the calendar year. The real estate industry generally experiences decreased activity toward the end of the year, which may result in slower lead-generation and lower growth rates.

Throughout the history of our company, our quarterly revenue changes have masked seasonality effects. As a result, investors may be unable to predict our annual operating results based on a quarter-to-quarter comparison of our operating results.

Third parties may copy or otherwise obtain and use our proprietary information without authorization or develop similar technology independently.

We currently rely on a combination of copyright, trademark and trade secret laws and confidentiality procedures to establish and protect our proprietary rights. If we fail to successfully enforce our intellectual property rights, the value of our services could be diminished and our business may suffer. Our success depends in large part on our proprietary technology and on our continuing use of our trademarks. We hold thirty-six registered trademarks registered in the United States and five trademarks registered in Canada. We have sought registration for a number of additional trademarks. We have not sought registration for any copyrights. We have four patents registered and have one patent pending application in the United States. Accordingly, our intellectual property position is more vulnerable than it otherwise would be if it were protected by issued patents, copyrights or additional registered trademarks. We may not receive approval of our various trademark applications, and any trademarks we may be granted may be successfully challenged by others or invalidated. If our trademark applications are not approved or if our trademarks are invalidated, our use of them could be restricted unless we enter into arrangements with these third parties, which might not be possible on commercially reasonable terms, if at all.

We regard substantial elements of our websites, software tools and applications and underlying technology as proprietary. Despite our precautionary measures, third parties may copy or otherwise obtain and use our proprietary information without authorization or may develop similar technology independently. We may not be able to detect such infringements or may lose any competitive advantage in the market before we do so. In addition, competitors may design around our technology or develop competing technologies substantially similar to ours. Unauthorized parties may attempt to disclose, obtain or use our technology. Our precautions may not prevent misappropriation of our intellectual property, particularly in foreign countries where laws or law enforcement practices may not protect our proprietary rights as fully as in the United States. Any legal action that we may bring to protect our proprietary information could be unsuccessful and expensive and could divert management's attention from other business concerns. Legal standards relating to the validity, enforceability and scope of protection of proprietary rights in Internet-related businesses are uncertain and evolving, and we cannot assure you of the future viability or value of any of our proprietary rights.

Increased government regulation of the Internet and claims under state consumer protection laws could force us to change the manner in which we conduct our business or result in monetary fines or increased costs.

The adoption or modification of laws or regulations relating to the Internet could adversely affect the manner in which we currently conduct our business. In addition, the growth and development of the market for online commerce may lead to more stringent consumer protection laws that may impose additional burdens on us. Laws and regulations relating to communications or commerce over the Internet have become more prevalent. In addition, the interpretation and application of laws applicable to the Internet remain largely unsettled, even in areas where there has been some legislative action. It may take years to determine whether and how existing laws, such as those governing intellectual property, privacy, libel and taxation, apply to the Internet. New laws and regulations, and changes in the interpretation of existing laws and regulations relating to the Internet, could lead to situations in which we are considered to "operate" or "do business" in states where customers conduct their business, resulting in potential claims or regulatory action. If we are required to comply with new laws or regulations or new interpretations of existing laws or regulations, or if we are unable to comply with these laws or regulations, our business could be harmed. Our practices may not have always been and may not always be in compliance with the requirements of Internet-related laws or regulations. Failure to comply with these laws and regulations could result in administrative enforcement actions, class action lawsuits, and civil and criminal liability.

We may be subject to claims under state consumer protection statutes if our customers are dissatisfied with the quality of our leads, customer service, training programs or contract cancellation policies. These claims could result in monetary fines or require us to change the manner in which we conduct our business, either of which could have a material adverse effect on our business and results of operations. Any of these types of claims, regardless of merit, could be time-consuming, could harm our reputation and could be expensive to litigate or settle.

Changes in government regulation of advertising and customer solicitation could affect our business.

We rely on various marketing channels, such as email and other means of electronic and telephonic communication, to reach real estate professionals, prospective home buyers and sellers and other consumers. The laws governing marketing and advertising continue to evolve and we may be subject to restrictions that limit our ability to continue to operate or expand our business, which could result in legal claims or government action. For example, a federal statute places restrictions on unsolicited commercial email, commonly known as "spam," and imposes obligations upon senders of commercial email. Additionally, state laws governing falsity or deception with regard to email apply in addition to the federal statute. These federal and state laws impose significant civil and criminal penalties for violations. As the interpretation and enforcement of these laws evolve, they may impose burdens on our email marketing practices and affect features of our Customer Relationship Management systems and other services we offer or may offer. In addition, federal and state statutes prohibiting false or deceptive acts in commerce apply to Internet advertising, and some states have passed legislation regulating Internet advertising. The requirements of some of these laws, and their interpretation and enforcement by governmental authorities, are not clear and uniform. These laws may adversely affect our ability to market our services to real estate industry participants in a cost-effective manner and the violation of these laws may result in enforcement actions and penalties or damage our reputation.

Our sales activities are or may in the future be subject to laws regulating telemarketing, which could subject us to penalties or limit our ability to market our services.

Both federal and state laws regulate the practice of telemarketing and placing other commercial telephone calls. All 50 states have enacted some form of telemarketing law, and federal statutes and regulations place restrictions on live, recorded and text telemarketing calls. In particular, the federal government and a significant number of states have implemented "do not call" lists. In addition, a number of states require telemarketers to register with the state and post a bond, regulate or prohibit automated systems and recorded messages, impose disclosure requirements upon sales calls and require written sales contracts for certain telemarketing transactions. We are subject to certain of these laws, and our failure to register in a jurisdiction where we are required to do so could subject us to penalties, limit our ability to market our services and hamper our ability to enforce contracts in these jurisdictions. Other violations of these laws may damage our reputation and may result in administrative enforcement, fines and civil or criminal penalties.

Any failure of our technology to perform satisfactorily could result in lost revenue, damage to our reputation and expenditure of significant resources.

Our technology is relatively new and complex and may in the future be subject to errors, defects or performance problems. In addition, we may encounter problems when we update our technology to expand and enhance its capabilities. Our technology may malfunction or suffer from defects that become apparent only after further use. Furthermore, our services could be rendered unreliable or be perceived as unreliable by customers or prospective home buyers and sellers. In such instances, we would need to expend significant resources to address these problems, and may nonetheless be unable to adequately remedy these problems. These problems could result in lost revenue and damage to our reputation.

Sustained or repeated system failures could significantly impair our operations and lead to customer dissatisfaction.

The continuous and uninterrupted performance of our systems is critical to our success. Our operations depend on our ability to protect these systems against damage from fire, power loss, water, earthquakes, telecommunications failures, viruses, vandalism and other malicious acts and similar unexpected adverse events. Customers and prospective home buyers and sellers may become dissatisfied by any system failure that interrupts our ability to provide our services to them.

Our services substantially depend on systems provided by third parties, over whom we have little control. Interruptions in our services could result from the failure of telecommunications providers and other third parties to provide the necessary data communications capacity in the time frame required. Our operations depend on our ability to maintain and protect our computer systems, located at our headquarters in Kirkland, Washington and at co-location facilities operated by third parties. We depend on these third-party providers of Internet communication services to provide continuous and uninterrupted service. We also depend on Internet service providers that provide access to our services. Any disruption in the Internet access provided by third-party providers or any failure of third-party providers to handle higher volumes of user traffic could harm our business.

Our customers, our reputation and our products may be harmed by security breaches.

Unauthorized computer programmers, or hackers, may attempt to penetrate our network security from time to time. A hacker who penetrates our network security could misappropriate personal information about our customers, proprietary information or cause interruptions in our services. We might be required to expend significant capital and resources to protect against, or to alleviate, problems caused by hackers. We also may not have a timely remedy against a hacker who is able to penetrate our network security. In addition to purposeful security breaches, the inadvertent transmission of computer viruses could adversely affect our systems and harm our business.

Several payment card brands and an independent standards body have adopted security standards, compliance with which is required of all merchants and service providers that process, transmit or store certain types of personal information pertaining to credit card holders. If we fail to comply with these standards, we could be subject to fines and our ability to accept some or all credit cards could be restricted or suspended. Any such suspension or restriction would significantly affect our ability to collect fees from our customers, many of whom pay with a credit card. This would result in harm to our business.

Additionally, the majority of states and various federal regulatory bodies now require companies that maintain personal information about consumers to notify those consumers in the event of a breach of security in which certain types of personal information relating to those consumers is, or is suspected to have been, obtained by an unauthorized person. These laws vary in their scope and requirements, and some of them also require notice to governmental agencies and other third parties. In addition, other public disclosure laws may require that material security breaches be reported. If we are required to disclose a security breach to consumers or other third parties, our business and reputation could be harmed.

We may invest our cash in securities that become illiquid or that significantly decrease in value.

We may invest our cash in securities that are affected by adverse market conditions. As a result, our investments may decline in value, or we may not be able to access our cash equivalents or short-term investments when needed for strategic investment purposes or for operations and capital expenditures. Loss of cash value and inability to access funds would harm our business.

If we do not have access to additional funds on acceptable terms, we may be unable to continue to expand our business or service offerings.

To pursue our current and future business plans, we may choose to seek additional funding through public or private financings, including equity financings, and through other arrangements. Poor financial results, unanticipated expenses or unanticipated opportunities that require financial commitments could give rise to additional financing requirements sooner than we expect. However, financing may be unavailable when we need it or may not be available on acceptable terms. As a result, we may be unable to obtain financing and may be required to delay, scale back or eliminate expenditures for future strategic initiatives, operations or capital expenditures. If we raise additional funds by issuing equity or convertible debt securities, the percentage ownership of our existing shareholders would be reduced and these securities might have rights superior to those of our common stock.

ITEM 1B: UNRESOLVED STAFF COMMENTS

None

ITEM 2: PROPERTIES

We lease approximately 35,000 square feet of commercial office space in the greater Seattle, Washington area and approximately 4,200 square feet in Greenwood Village, Colorado. The Seattle leases expire in 2013 and the Greenwood Village lease expires in 2016. The Greenwood Village lease is effective January 1, 2013 and includes an option to extend the lease term for three years.

ITEM 3: LEGAL PROCEEDINGS

From time to time, we may become involved in litigation relating to claims arising from the ordinary course of our business, including actions relating to employment issues. We believe that there are no claims or actions pending or threatened against us, the ultimate disposition of which would have a material adverse effect on us.

ITEM 4: MINE SAFETY DISCLOSURES

Not applicable

PART II

ITEM 5: MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information for Common Stock

Our common stock is traded on The Nasdaq Global Select Market under the symbol "LEDR." The following table shows the high and low sales prices for our common stock as reported by The Nasdaq Global Select Market for the periods indicated.

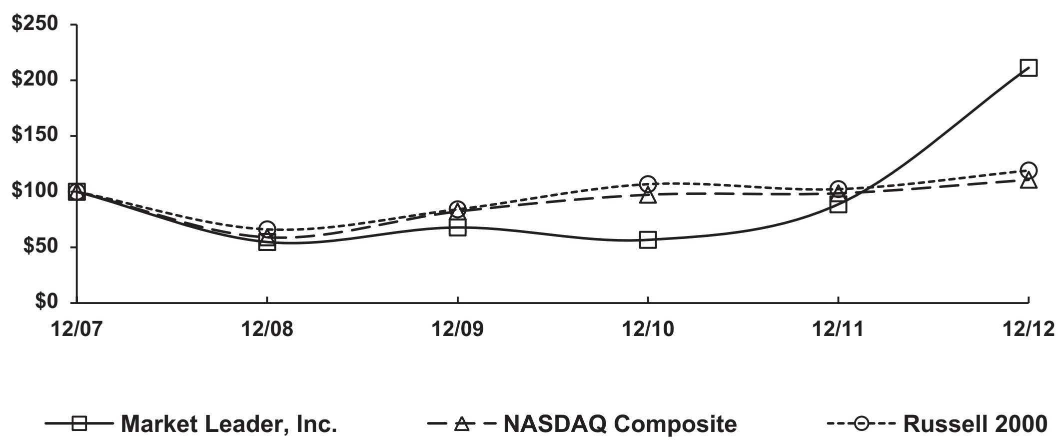
Year	High	Low
Fiscal 2011 (ended December 31, 2011)		
First Quarter	$3.00	$1.75
Second Quarter	2.55	1.89
Third Quarter	2.40	1.90
Fourth Quarter	3.02	1.94
Fiscal 2012 (ended December 31, 2012)		
First Quarter	$3.99	$2.40
Second Quarter	5.08	3.51
Third Quarter	7.16	4.35
Fourth Quarter	7.09	5.43

Stock Price Performance Graph

The following graph shows the total shareholder return from an investment of $100 in cash on December 31, 2007 through December 31, 2012 for (i) our common stock, (ii) the Nasdaq Composite Index, and (iii) the Russell 2000 Index. All values assume reinvestment of the full amount of all dividends. Please note that historic stock price performance is not necessarily indicative of future stock price performance

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Market Leader, Inc., the NASDAQ Composite Index, and the Russell 2000 Index



*$100 invested on 12/31/07 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

Holders

At March 8, 2013 there were approximately 14 holders of record of our common stock. This does not include the number of persons whose stock is in nominee or "street name" accounts through brokers.

Dividends

We have not paid cash dividends since 2003 when we were a private company. We do not anticipate paying cash dividends on our capital stock in the foreseeable future.

Stock Repurchases by Market Leader

We did not repurchase any shares of our common stock during 2012. See Item 7—"Management's Discussion and Analysis of Financial Condition and Results of Operations—Purchase and Retirement of Common Stock" for information on our stock repurchase program.

Use of Proceeds

On December 9, 2004, the Securities and Exchange Commission (SEC) declared effective our registration statement on Form S-1 (SEC File No. 333-118740) in connection with our initial public offering of common stock, which resulted in net proceeds to the company of $56.1 million. Through December 31, 2012, we have used all the net proceeds from our initial public offering to purchase property and equipment, intangible assets, and to complete acquisitions, including related earn-out payments.

ITEM 6: SELECTED FINANCIAL DATA

Not applicable.

ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our consolidated financial statements and the accompanying notes included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of the inherent risks and uncertainties, including those discussed in the introductory paragraph to Item 1 — "Business" and in Item 1A — "Risk Factors" of this Annual Report. Given these risks and uncertainties, you should not place undue reliance on forward looking statements. The forward-looking statements are made as of the date of this report and, except as required by law, we assume no obligation to update any such statements to reflect events or circumstances after the date hereof.

Overview

Market Leader, founded in 1999, provides innovative online technology and marketing solutions for real estate professionals across the United States and Canada. We serve 125,000 real estate agents, brokerages and franchisors, offering complete end-to-end solutions that enable them to grow and manage their businesses. Our subscription-based real estate marketing software and services help customers generate a steady stream of prospects, plus provide the systems and training they need to convert those prospects into clients. In addition, our consumer real estate sites, including www.realestate.com, give our customers access to millions of future home buyers and sellers, while providing consumers with free access to the information they seek.

Current Year Overview

We achieved our second consecutive year of more than 30% revenue growth in 2012, driven by demand for our software-as-a-service products as well as the continued ability to leverage our relationships with 125,000 customers to drive additional sales of premium services.

Our continued revenue growth and ongoing management of our cost structure resulted in a $9 million improvement in Adjusted EBITDA profitability and a $6.5 million decrease in net loss for the year, and continued demonstration of leverage in our operating model. This financial progress was achieved despite higher operating expenses associated with revenue growth as well as costs associated with the businesses we acquired in 2011.

Our primary goal is to continue to drive revenue growth, and we believe that to do so requires continued investment in cost-effective customer acquisition. We sell directly to individual real estate brokerage offices and their agents, which has long been a core competency for us. Starting in 2011, we have also implemented an effective strategy to build and maintain sales and marketing channel relationships with major franchise networks and large brokerage companies to sell from the top down. These strategic relationships enable us to tap into the influence, credibility, and existing sales and marketing infrastructure of these franchise networks to let us cost-effectively acquire high-value, premium customers.

Under these strategic enterprise agreements, we typically provide a base level version of our software-as-a-service products to agents and brokers enterprise-wide in exchange for specified contractual revenue over a number of years. These enterprise customers have a business incentive to partner with us and drive broad platform adoption of our software-as-a-service solutions, because it helps foster success and performance improvements within their agent base. Our strategy is to leverage the resulting broad access to sell recurring subscriptions to our premium services, including both software upgrades and marketing services. This strategy has contributed to our strong revenue growth.

During 2012, we signed two more agreements with national real estate franchisors in CENTURY 21 Real Estate LLC and Better Homes and Gardens Real Estate LLC. We expect these relationships will extend our access to an even greater number of high-value customers.

In addition to the franchise-driven growth, our ActiveRain community, a real estate social networking platform, has continued to expand its membership of now 330,000 professionals. Combined with our customer base of 125,000 real estate professionals, this network gives us access to one out of every three real estate professionals in North America. This broad access offers a unique competitive advantage and one that we expect will serve as a low cost distribution channel for our premium services both within and beyond our franchise partners.

We believe our success in the enterprise space and our increasing access to real estate professionals is the result of providing an industry leading software solution that enhances our customers' productivity. During 2012, we continued to enhance our software solution by integrating it with our email and print marketing suite that includes over 4,000 online and offline marketing campaigns. The integration of this application with our software-as-a-service platform adds new value for existing customers while further enhancing their productivity. In addition during 2012, we released a number of important enhancements to RealEstate.com and Housevalues.com and have integrated both with our software-as-a-service platform, providing our customers with the opportunity to leverage consumer engagement through these national real estate websites to drive new business and differentiate themselves in their local markets.

Results of Operations

Comparison of Years Ended December 31, 2012 and December 31, 2011

Revenues

	Years Ended December 31,			
	2012	2011	Change	Percent Change
	(dollars in thousands)			
Revenues	$44,988	$34,025	$10,963	32%

2012 revenues increased 32% from last year, driven by demand for our software solution as demonstrated by our growing customer base as well as our new integrated marketplace offerings including realestate.com. In addition, SharperAgent, which we acquired on August 1, 2011, contributed revenue of $3.7 million in 2012 compared to $1.2 million in 2011.

We expect revenue to grow about 30% in 2013, with growth accelerating through the year, driven by demand for our products at both the professional and enterprise level, an improving real estate market, increased investment in customer acquisition, and upsells of our premium services to our broad customer base.

Sales and Marketing

	Years Ended December 31,			
	2012	2011	Change	Percent Change
	(dollars in thousands)			
Sales and marketing expense	$28,989	$27,757	$1,232	4%

Sales and marketing expense increased in 2012 but has improved significantly as a percentage of revenue in 2012 as costs have remained relatively steady while revenue increased. We have continued to increase our customer acquisition costs to capitalize on improving market conditions. The customer acquisition cost increase was offset by a decline in our customer support costs due to continued operational improvements. In 2012, sales and marketing expense also increased due to an increase in stock compensation expense.

In 2013, we expect to increase our investment in customer acquisition activities to drive continued revenue growth. We began to invest in additional sales capacity late in 2012 and expect to continue to expand the sales team as well as our marketing programs in 2013. Customer support costs are also expected to increase as we grow our customer base. As a result of these factors, we expect our sales and marketing expenses to increase but to remain fairly consistent as a percentage of revenue for 2013.

Technology and Product Development

	Years Ended December 31,			
	2012	2011	Change	Percent Change
	(dollars in thousands)			
Technology and product development expense	$9,713	$8,209	$1,504	18%

Technology and product development expense increased in 2012 as compared to 2011. The increase reflects growth in the business and our customer base, as well as the inclusion of costs for the businesses we acquired last year.

In 2013, we expect to continue to invest in technology and product development to support our existing customers, to deliver products to new enterprise customers and to develop new products to sell into our customer base. We expect our investment in technology and product development to remain fairly consistent as a percentage of revenue for 2013.

Technology expenses will fluctuate depending on the level of effort required to support our growing customer base and to develop new products, net of costs that are subject to capitalization.

General and Administrative

	Years Ended December 31,			
	2012	2011	Change	Percent Change
	(dollars in thousands)			
General and administrative expense	$7,828	$6,840	$988	14%

General and administrative expense increased in 2012 as compared to 2011 due primarily to the inclusion of costs for the businesses we acquired last year as well as an increase in stock compensation expense.

In 2013, we expect general and administrative expenses to increase slightly but to decline as a percentage of revenue.

Depreciation and Amortization of Property and Equipment

Depreciation and amortization of property and equipment increased in 2012 as compared to 2011 due to our ongoing additions to capitalized software development and the inclusion of depreciation from property and equipment acquired through business combinations in the prior year.

In 2013, we expect depreciation and amortization of property and equipment to increase as we continue to deliver products to new enterprise customers and to develop new products to sell into our customer base. We also expect an increase in this expense later in 2013, after we invest in upgrading existing and new office space and furnishings associated with lease expirations.

Amortization of Acquired Intangible Assets

Amortization of intangible assets increased in 2012 compared to 2011 due to the intangible assets acquired through business combinations in 2011.

In 2013, we expect amortization expense to decrease slightly due to intangible assets from prior year acquisitions becoming fully amortized.

Contract Termination Charge

We terminated a licensing agreement for marketing design software effective December 31, 2011. As a result, we were released from future minimum contractual liabilities totaling $2.6 million, as well as any and all future revenue sharing payments, in exchange for early termination fees totaling $1.45 million.

Interest Income and expense, net

Interest income remains immaterial as liquidity and security of principal continue to be core to our investment strategy, which results in low rates of return.

Income Taxes

The majority of our deferred tax assets and liabilities are expected to reverse over the next five years, except for prior years' net operating losses and the deferred tax liability related to goodwill deductions on the goodwill acquired in 2011. We believe that based on our continued operating losses, it is more likely than not that we will be unable to generate sufficient taxable income to realize our deferred tax assets. Accordingly, a full valuation allowance has been recorded against our deferred tax assets.

Quarterly Consolidated Statements of Operations

The following tables present the unaudited operational data for the eight quarters ended December 31, 2012, as well as Adjusted EBITDA, a non-GAAP financial measure. The quarterly operational data has been prepared on the same basis as our audited consolidated financial statements and, in the opinion of our management, reflects all adjustments necessary for a fair representation of the information for the periods presented. This data should be read in conjunction with our audited consolidated financial statements and the related notes included in this filing. Operating results for any quarter apply to that quarter only and are not necessarily indicative of results for any future period.

	Dec. 31, 2012	Sept. 30, 2012	June 30, 2012	Mar. 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011	Mar. 31, 2011
					(in thousands)			
Operations Data, in thousands:								
Revenues	$12,037	$11,691	$11,074	$10,186	$ 9,484	$ 8,979	$ 8,320	$ 7,242
Expenses:								
Sales and marketing	7,263	7,699	6,999	7,028	6,638	6,976	6,710	7,433
Technology and product development	2,347	2,265	2,762	2,339	2,272	2,207	1,890	1,840
General and administrative	2,054	2,064	1,855	1,855	1,757	1,657	1,823	1,603
Depreciation and amortization of property and equipment	735	754	768	644	625	655	646	611
Amortization of acquired intangible assets	811	849	836	823	890	374	262	262
Loss on asset disposition	—	—	—	—	—	174	—	—
Contract termination charge	—	—	—	—	1,450	—	—	—
Total expenses	13,210	13,631	13,220	12,689	13,632	12,043	11,331	11,749
Loss from operations	(1,173)	(1,940)	(2,146)	(2,503)	(4,148)	(3,064)	(3,011)	(4,507)
Interest income and expense, net	8	7	8	9	1	15	18	26
Loss before income tax and noncontrolling interest	(1,165)	(1,933)	(2,138)	(2,494)	(4,147)	(3,049)	(2,993)	(4,481)
Income tax expense (benefit)	8	10	8	28	(36)	3	3	3
Net loss	(1,173)	(1,943)	(2,146)	(2,522)	(4,111)	(3,052)	(2,996)	(4,484)
Net loss attributable to noncontrolling interest	—	—	—	—	(17)	(91)	(150)	(140)
Net loss attributable to Market Leader	$ (1,173)	$ (1,943)	$ (2,146)	$ (2,522)	$ (4,094)	$ (2,961)	$ (2,846)	$ (4,344)
Net loss per share — basic and diluted	$ (0.04)	$ (0.07)	$ (0.08)	$ (0.10)	$ (0.16)	$ (0.12)	$ (0.11)	$ (0.17)
Adjusted EBITDA	$ 913	$ 937	$ 260	$ (403)	$ (771)	$ (1,524)	$ (1,716)	$ (3,271)
Operations Data as a Percentage of Revenue:								
Revenues	100%	100%	100%	100%	100%	100%	100%	100%
Expenses:								
Sales and marketing	60	66	63	69	70	78	80	103
Technology and product development	19	19	25	23	24	25	23	25
General and administrative	17	18	17	18	19	18	22	22
Depreciation and amortization of property and equipment	6	6	7	6	7	7	8	8
Amortization of acquired intangible assets	7	7	7	8	9	4	3	4
Loss on asset disposition	—	—	—	—	—	2	—	—
Contract termination charge	—	—	—	—	15	—	—	—
Total expenses	110	116	119	124	144	134	136	162
Loss from operations	(10)	(16)	(19)	(24)	(44)	(34)	(36)	(62)
Interest income and expense, net	—	—	—	—	—	—	—	—
Loss before income tax and noncontrolling interest	(10)	(16)	(19)	(24)	(44)	(34)	(36)	(62)
Income tax benefit	—	—	—	—	1	—	—	—
Net loss	(10%)	(16%)	(19%)	(24%)	(43%)	(34%)	(36%)	(62%)
Net loss attributable to noncontrolling interest	—	—	—	—	—	—	—	—
Net loss attributable to Market Leader	(10%)	(16%)	(19%)	(24%)	(43%)	(34%)	(36%)	(62%)
Adjusted EBITDA	8%	8%	2%	(4%)	(8%)	(17%)	(21%)	(45%)

Adjusted EBITDA is a non-GAAP financial measure provided as a complement to results in accordance with accounting principles generally accepted in the United States ("GAAP"). Adjusted EBITDA is not a substitute for measures determined in accordance with GAAP, and may not be comparable to Adjusted EBITDA as reported by other companies. Our use of the term "Adjusted EBITDA" refers to a financial measure defined as earnings or loss before net interest, income taxes, depreciation, amortization, net loss attributable to noncontrolling interest, loss on asset disposition, contract termination charge, and stock-based compensation. We believe Adjusted EBITDA to be relevant and useful information to our investors as this measure is an integral part of our internal management reporting and planning process and is the primary measure used by our management to evaluate operating performance. See the table below for a reconciliation of Adjusted EBITDA to net loss, the most comparable GAAP measure (unaudited, in thousands).

	Dec. 31, 2012	Sept. 30, 2012	June 30, 2012	Mar. 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011	Mar. 31, 2011
Net loss attributable to Market Leader	$(1,173)	$(1,943)	$(2,146)	$(2,522)	$(4,094)	$(2,961)	$(2,846)	$(4,344)
Less: Interest income, net	(8)	(7)	(8)	(9)	(1)	(15)	(18)	(26)
Add:								
Net loss available to noncontrolling interest	—	—	—	—	(17)	(91)	(150)	(140)
Depreciation and amortization of property and equipment	735	754	768	644	625	655	646	611
Amortization of intangible assets	811	849	836	823	890	374	262	262
Loss on asset disposition	—	—	—	—	—	174	—	—
Contract termination charge	—	—	—	—	1,450	—	—	—
Stock-based compensation	540	1,274	802	633	412	337	387	363
Income tax expense (benefit)	8	10	8	28	(36)	3	3	3
Adjusted EBITDA	$ 913	$ 937	$ 260	$ (403)	$ (771)	$(1,524)	$(1,716)	$(3,271)

Liquidity and Capital Resources

Our principal sources of liquidity are our cash, cash equivalents and short-term investments, as well as the cash flow that we generate from our operations. Our cash, cash equivalents and short-term investments totaled $22.2 million at December 31, 2012 as compared to $23.1 million at December 31, 2011.

We follow an investment strategy that prioritizes the preservation and security and liquidity of our funds, which results in low rates of return. As of December 31, 2012, we have invested in cash equivalents consisting of money market funds that hold U.S. Treasury securities with short-term weighted average duration. Short-term investments are comprised of U.S. Treasury bills and notes and FDIC-insured certificates of deposit with terms of one year or less.

We believe that our existing cash, cash equivalents and short-term investments will be sufficient to satisfy our currently anticipated cash requirements in 2013. Our future capital requirements will depend on many factors, including our revenue trend, the level of our marketing and sales activities, the timing and extent of spending to support product development efforts, our investments in infrastructure and facilities to accommodate our growth, and the timing of introductions of new services and enhancements to existing services.

The following table presents summary cash flow data:

	Year Ended December 31, 2012	Year Ended December 31, 2011
	(dollars in thousands)	
Cash provided by (used in) operating activities	$1,680	$(7,788)
Cash used in investing activities	(44)	(195)
Cash provided by (used in) financing activities	1,571	(746)

Operating Activities

Net cash from operating activities consists of our net loss adjusted for certain non-cash items, including depreciation, amortization, stock-based compensation and the effects of changes in working capital. We generated $1.7 million in cash from operations during 2012, an increase of $9.5 million compared to 2011. The increase was primarily due to improved operating results.

Investing Activities

During 2012, we increased our investments in fixed assets by $1 million to $3.9 million, primarily due to increased software development activity. These capital expenditures were largely offset by net proceeds from our short-term investments. During 2011, we spent $10.7 million for acquisitions and $2.9 million for fixed assets. These investing activities were largely funded by net proceeds from our short-term investments.

Financing Activities

Cash from financing activities during 2012 increased when compared to 2011 primarily due to increased proceeds from the exercise of employee stock options.

Purchase and Retirement of Common Stock

In October 2006, our Board of Directors authorized a share repurchase program to purchase and retire up to two million shares of our common stock. We did not make any purchases pursuant to the share repurchase program during 2012 or 2011. At December 31, 2012, 928,043 shares remain available for purchase under the share repurchase program.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. We base our estimates on historical experience and on other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. The following discussion highlights the policies and estimates we feel are critical.

Business Combinations, Intangible Assets, and Goodwill

Valuation when acquired. We account for our business combinations using the acquisition method of accounting, which requires that we record the assets acquired and liabilities assumed at their fair values on the date of acquisition, as well as the valuation of any contingent consideration. Significant judgment is used to estimate the fair values of the assets and liabilities acquired, including estimating future cash flows from the acquired business, determining appropriate discount rates, asset lives and other assumptions.

Ongoing reporting and impairment testing. Our intangible assets, other than goodwill, and other long-lived assets are amortized or depreciated over their estimated useful lives and are tested for recoverability annually or more frequently whenever events or changes in circumstances indicate that carrying amounts may not be recoverable. Our annual testing date is October 1. When evaluating goodwill for impairment, based on our annual test or due to changes in circumstances, we first perform a qualitative assessment to determine if the fair value of a reporting unit is more likely than not less than the reporting unit's carrying amount including goodwill. If the fair value is more likely than not less than the carrying value, we calculate an implied estimated fair value of goodwill and compare it to the carrying amount of goodwill for the reporting unit. If the carrying amount of goodwill exceeds the implied estimated fair value, an impairment charge to current operations is recorded to reduce the carrying value to the implied estimated value. The assessment of impairment of long-lived assets, including goodwill requires significant judgment to determine the asset groups and number of reporting units, to estimate future undiscounted cash flows, to use appropriate market value factors, to estimate the related asset lives and other assumptions as noted below. Changes in these estimates and assumptions can materially affect the fair value determination and potential goodwill impairment.

Results of impairment tests. Based on our continued operating losses, we evaluated our long-lived assets for impairment during 2012 and 2011 and determined that our long-lived assets were not impaired.

In addition, we evaluated our goodwill for impairment in 2012 and 2011. Consistent with the outcome of our long-lived asset assessment, we determined our goodwill was not impaired.

Our 2012 impairment analysis for goodwill resulted in a qualitative assessment that it was not more likely than not that the fair value of our single reporting unit was less than the reporting unit's carrying amount. This qualitative assessment included consideration of macroeconomic conditions, industry and market conditions, our financial performance, capital markets pricing, and reporting unit specific events. Our 2011 impairment analysis for goodwill included an estimate of implied estimated fair value and was dependent on many variables. We determined the fair value of our net assets based on a combination of market and income approaches. Key assumptions used in the market approaches included, the appropriate stock price to determine market value, use of control premium and determination of the appropriate control premium, and determination of an appropriate set of comparable companies. Key assumptions in the income approach were based on a discounted cash flow model, which included significant assumptions about our future revenues, expenses, target profitability rates, and determination of an appropriate discount rate.

Our 2012 impairment analysis for our long-lived assets other than goodwill included a single asset grouping, significant improvements in operating results, and assumptions about our future results. Our 2011 impairment analysis included a number of key variables, including estimated future cash flows. We determined the fair value of our long-lived assets based on several key assumptions, including the determination that we have a single asset grouping, references to quoted market prices for similar assets, as well as assumptions about our future revenues, expenses, and target profitability rates.

As of December 31, 2012, we have $1.86 million in goodwill and $13.2 million of long-lived assets. While we continue to depreciate the long-lived assets, at the same time, we continue to capitalize costs related to internally generated software and may acquire other capital assets. Factors that may require future assessments of impairment of our goodwill and long-lived assets include, among others, deterioration of our estimate of future cash flows, stock price, and lower customer revenues than projected.

Accounting for Income Taxes

We use the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities and for operating loss carryforwards in our existing business and related to acquisitions. We must make significant assumptions, judgments and estimates to determine the provision for income taxes and the related current and deferred tax assets and liabilities, as well as the valuation allowance to be recorded against deferred tax assets. Our judgments, assumptions and estimates must take into account current tax laws, our interpretation of current tax laws and possible outcomes of future tax audits.

Changes in the amount of our operating losses, changes in the tax laws or our interpretation of the tax laws and the resolution of future tax audits could significantly impact the amounts provided for income taxes and the amount of valuation allowances required in our consolidated financial statements.

At December 31, 2012, we have gross deferred tax assets of $23.0 million, before reduction for our valuation allowance. We considered all available evidence to determine whether a valuation allowance was required for those assets, including the following factors: estimates regarding the timing and amount of the reversal of taxable temporary differences, taxable income in prior carryback years as permitted under tax law, and historical taxable income—normalized for non-recurring items, expected future taxable income, and the impact of tax planning strategies. A valuation allowance is required when it is more likely than not that all or a portion of a deferred tax asset will not be realized. Based on our current projections of future operating losses, we continue to believe that it is more-likely-than-not that we will not be able to realize our deferred tax assets and continue to maintain a valuation allowance for the full amount of our net deferred tax assets at December 31, 2012.

We account for uncertainty in income taxes using a more-likely-than-not recognition threshold based on the technical merits of the tax position taken. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of the tax benefits, determined on a cumulative probability basis, which is more-likely-than-not to be realized upon effective settlement. Our accounting policy is to recognize interest and penalties related to income tax matters as tax expense.

Stock-Based Compensation

We recognize stock-based compensation related to option grants using the fair value based method. We use the Black-Scholes pricing model which requires the input of highly subjective assumptions, including estimating the stock option expected life and stock price volatility. Changes in any of these assumptions could materially impact the estimated fair value of options granted.

The following table illustrates the effect of changing these significant variables on the estimated fair value of our options. The following examples are hypothetical but representative of our option grants and their related fair values at December 31, 2012. In each analysis, the remaining variables are held constant. This illustration is not intended to provide a range of exposure or expected deviation.

Effect of a 10% change in our stock price volatility estimate:

	-10%	Current Volatility Estimate	+10%
Stock option volatility	41%	51%	61%
Estimated fair value	$1.87	$2.29	$2.69

Effect of a 1-year change in expected life of our stock options:

	-1 Year	Current Expected Life Estimate	+1 Year
Estimated option life	2.5 years	3.5 years	4.5 years
Estimated fair value	$ 1.95	$ 2.29	$ 2.57

We also recognize stock-based compensation related to stock appreciation right grants using the fair value method. We measure the fair value of stock appreciation rights similar to stock options. Additionally stock appreciation rights are liability-classified awards that must be remeasured at fair value at the end of each reporting period, and cumulative compensation cost adjusted for changes in fair value. This fair value determination and the resulting stock compensation expense can be materially influenced by a move in the price of our common stock.

The following table illustrates the effect of a stock price movement on the stock compensation expense recognized in our financial statements. The following examples are hypothetical but representative of our stock appreciation right grants and their related stock compensation impact at December 31, 2012. In each analysis, the remaining variables are held constant. This illustration is not intended to provide a range of exposure or expected deviation.

Effect of a $1 change in our common stock price:

	-$1	Current Common Stock Price Used to Determine (1)	+$1
Estimated common stock price	$ 5.52	$ 6.52	$ 7.52
Estimated stock compensation expense (in thousands)	$3,003	$3,249	$3,499

(1) Amount reflects the average of the high and the low price of common stock as of December 31, 2012.

Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued ASU No. 2011-08, Intangibles – Goodwill and Other. This standard amends the current two-step goodwill impairment test required under the existing accounting guidance. This amendment allows entities the option to first assess certain qualitative factors to ascertain whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount to determine if the two-step impairment test is necessary. If an entity concludes that certain events or circumstances prove that it is more likely than not that the fair value of a reporting unit is less than its carrying amount then an entity is required to proceed to step one of the two-step goodwill impairment test. This standard was effective for interim and annual periods beginning after December 15, 2011. The adoption of this standard did not have an impact on the Company's consolidated financial statements.

ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Item 15 — "Exhibits and Financial Statement Schedules" for the Index to the consolidated financial statements and supplementary data required by this item, which are filed as part of this report and are incorporated herein by reference.

See Item 7 — "Management's Discussion and Analysis of Financial Condition and Results of Operations— Quarterly Consolidated Statements of Operations" for selected quarterly financial data, which data is incorporated herein by reference.

ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A: CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report on Form 10-K, we performed an evaluation under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Annual Report, our disclosure controls and procedures, were effective in ensuring that the information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rules 13a-15(f), for us. Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework and criteria established in *Internal Control — Integrated Framework* issued by the Committee of the Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2012.

We do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all error and all fraud. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected.

The effectiveness of our internal control over financial reporting has been audited by, KPMG, LLP, an independent registered public accounting firm as stated in their report, which is included herein at page 32.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2012, which were identified in connection with our management's evaluation required by Rules 13a-15(d) and 15d-15(d) under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
Market Leader, Inc.:

We have audited Market Leader, Inc.'s internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Market Leader, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Market Leader, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Market Leader Inc and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of operations , shareholders' equity, and cash flows for the years then ended, and our report dated March 15, 2013 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Seattle, Washington
March 15, 2013

ITEM 9B: OTHER INFORMATION

No information was required to be disclosed in a Current Report on Form 8-K during the fourth quarter of 2012 that was not reported as required.

PART III

ITEM 10: DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required for this section will be included in our Proxy Statement relating to our annual meeting of shareholders to be held on May 23, 2013, and is incorporated herein by reference. Our Proxy Statement will be filed within 120 days of December 31, 2012, our fiscal year end.

We have adopted a code of ethics applicable to our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer or Controller, or persons performing similar functions. The code of ethics is available on the "Investor Relations-Corporate Governance" section of our Internet website at *www.marketleader.com*.

ITEM 11: EXECUTIVE COMPENSATION

Information required for this section will be included in our Proxy Statement relating to our annual meeting of shareholders to be held on May 23, 2013, and is incorporated herein by reference. Our Proxy Statement will be filed within 120 days of December 31, 2012, our fiscal year end.

ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Except for the "Equity Compensation Plan Information" below, the information required for this section will be included in our Proxy Statement relating to our annual meeting of shareholders to be held on May 23, 2013, and is incorporated herein by reference. Our Proxy Statement will be filed within 120 days of December 31, 2012, our fiscal year end.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information concerning our equity compensation plans as of December 31, 2011:

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights(1)	(b) Weighted-average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))
Equity compensation plans approved by shareholders	6,311,034	$3.14(2)	458,865(3)(4)
Equity compensation plans not approved by shareholders			
Total	6,311,034	$3.14(2)	458,865(3)(4)

(1) We have stock options outstanding under the 1999 Stock Option Plan as well as stock options, restricted stock units, and stock appreciation rights under the 2004 Equity Incentive Plan. The 1999 Plan was terminated on December 15, 2004 with respect to new grants, and no further options will be granted under the 1999 Plan. In August 2004, our board of directors and shareholders approved the 2004 Plan, which became effective on December 15, 2004.

(2) Includes restricted stock units, which have no exercise price. The weighted-average exercise price excluding the restricted stock units is $3.50.
(3) The 2004 Plan provides for an automatic annual increase in the number of shares on January 1st of each year for the life of the plan starting in 2005, equal to the least of (i) 700,000 shares, (ii) 3% of the outstanding common stock at the end of the immediately preceding year or (iii) a lesser amount as may be determined by our board of directors. Effective January 1, 2013, an additional 700,000 shares have been authorized for issuance under the automatic annual increase provisions of the 2004 Plan.
(4) Under the 2004 Plan, in addition to stock options, restricted stock units, and stock appreciation rights, we may grant restricted stock, performance units, performance shares, and other stock based awards. Stock appreciation rights have been included assuming net settlement given the closing stock price as of the end of the reporting period.

ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information required for this section will be included in our Proxy Statement relating to our annual meeting of shareholders to be held on May 23, 2013, and is incorporated herein by reference. Our Proxy Statement will be filed within 120 days of December 31, 2012, our fiscal year end.

ITEM 14: PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required for this section will be included in our Proxy Statement relating to our annual meeting of shareholders to be held on May 23, 2013, and is incorporated herein by reference. Our Proxy Statement will be filed within 120 days of December 31, 2012, our fiscal year end.

PART IV

ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of the report:

(1) FINANCIAL STATEMENTS. The following financial statements of the Registrant and the Report of Independent Registered Public Accounting Firm therein are filed as part of this Annual Report on Form 10-K:

(2) FINANCIAL STATEMENT SCHEDULES.

Schedule II — Valuation and Qualifying Accounts for the years ended December 31, 2012 and 2011 — page 54.

(b) EXHIBIT INDEX: The following exhibits are filed as a part of, or incorporated by reference into, this Annual Report on Form 10-K:

Exhibit No.	Description
2.1	Asset Purchase Agreement by and between Market Leader, Inc., Lending Tree, LLC and Realestate.com, Inc. dated September 15, 2011, incorporated by reference from Exhibit 10.1 to the Registrant's Form 8-K filed on September 21, 2011 (File No. 000-51032).
3.1	Amended and Restated Articles of Incorporation of the registrant, as amended to date incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-K filed on March 13, 2009 (File No. 000-51032).
3.2	Amended and Restated Bylaws of the Registrant, incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K filed on October 15, 2008 (File No. 000-51032).
10.1*	HouseValues, Inc. 1999 Stock Incentive Plan, incorporated by reference to Exhibit 10.1 to the Registrant's Form S-1 filed on September 1, 2004 (Registration No. 333-118740).
10.2*	Market Leader, Inc. Amended and Restated 2004 Equity Incentive Plan, incorporated by reference to Appendix A to the Registrant's definitive proxy statement on Schedule 14A filed on April 10, 2009 (File No. 000-51032).
10.3*	Employment Agreement by and between the Registrant and Ian Morris, dated May 13, 2004, incorporated by reference to Exhibit 10.3 to the Registrant's Form S-1 filed on September 1, 2004 (Registration No. 333-118740).
10.4*	Incentive Stock Option Letter Agreement by and between the Registrant and Ian Morris, dated May 13, 2004, incorporated by reference to Exhibit 10.4 to the Registrant's Form S-1 filed on September 1, 2004 (Registration No. 333-118740).
10.5*	Form of Standard Option Agreement under the HouseValues, Inc. 2004 Equity Incentive Plan, incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on August 29, 2005 (File No. 000-51032).

Exhibit No.	Description
10.6*	Form of Option Agreement under the HouseValues, Inc. 2004 Equity Incentive Plan for Options Granted to the Chief Executive Officer, incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed on August 29, 2005 (File No. 000-51032).
10.7*	Form of Option Agreement under the HouseValues, Inc. 2004 Equity Incentive Plan for Options Granted to the Chief Operating Officer, Chief Financial Officer and General Counsel, incorporated by reference to Exhibit 10.3 to the Registrant's Form 8-K filed on August 29, 2005 (File No. 000-51032).
10.8*	Description of nonqualified stock option program for non-employee directors, incorporated by reference from the description contained in the Registrant's Form 8-K filed on February 10, 2006 (File No. 000-51032).
10.9*	Form of Option Agreement under the HouseValues, Inc. 2004 Equity Incentive Plan for Non-Employee Directors, incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on February 10, 2006 (File No. 000-51032).
10.10*	Form of Restricted Stock Unit Award Agreement for HouseValues Executives under the HouseValues, Inc. 2004 Equity Incentive Plan, incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on September 7, 2007 (File No. 000-51032).
10.11*	Employment Agreement by and between the Registrant and Jacqueline L. Davidson, dated February 19, 2008, incorporated by reference to Exhibit 10.18 to the Registrant's Form 10-K filed on March 12, 2008 (File No. 000-51032).
10.12*	Form of Amendment Agreement by and between the Registrant and Market Leader Executives incorporated by reference to Exhibit 10.19 to the Registrant's Form 10-K filed on March 13, 2009 (File No. 000-51032).
10.13	Commercial Lease between the Registrant and Kirkland 405 Corporate Center, dated October 26, 2004, incorporated by reference to Exhibit 10.14 to the Registrant's Form S-1/A filed on November 4, 2004 (Registration No. 333-118740).
10.14	First Amendment to Lease, dated as of May 26, 2005, by and between Multi-Employer Property Trust and HouseValues, Inc. and Second Amendment to Lease, dated as of October 14, 2005, by and between New Tower Multi-Employer Property Trust and HouseValues, Inc., incorporated by reference to Exhibit 10.3 to the Registrant's Form 10-Q filed on May 6, 2009 (File No. 000-51032).
10.15	Third Amendment to Lease, dated as of March 1, 2009, by and between MEPT Kirkland Office II LLC and Market Leader, Inc. incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K filed on April 14, 2009 (File No. 000-51032).
10.16	Fourth Amendment to Lease, dated as of May 26, 2009, by and between MEPT Kirkland Office II LLC and Market Leader, Inc. incorporated by reference to Exhibit 10.20 to the Registrant's Form 10-K filed on March 15, 2010 (File No. 000-51032).
10.17	Master Services Agreement dated as of January 6, 2011, and a related Statement of Work dated January 7, 2011, by and between Keller Williams Realty International and Market Leader, Inc, incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed on May 12, 2011 (File No. 000-51032).
10.18	Master Services Agreement and related statement of Work dated as of February 17, 2011, by and between Imprev, Inc. and Market Leader Inc, incorporated by reference to Exhibit 10.2 to the Registrant's Form 10-Q filed on May 12, 2011 (File No. 000-51032).

Exhibit No.	Description
10.19*	Form of Stock Appreciation Right Grant Notice/Agreement under the HouseValues, Inc 2004 Equity Incentive Plan incorporated by reference to Exhibit 10.1 to the Registrant's Form 10-Q filed on November 14, 2011.
10.20	Termination Agreement dated as of December 31, 2011, by and between Market Leader, Inc. and Imprev, Inc, incorporated by reference from the description contained in the Form 8-K filed on January 5, 2012 (File No. 000-51032).
10.21*	Summary of Market Leader, Inc. 2012 Management Variable Cash Compensation Plan incorporated by reference from the description contained in the Registrant's Form 8-K filed on February 13, 2012 (File No. 000-51032).
10.22+	Fifth Amendment to Lease, dated as of November 9, 2012, by and between MEPT Kirkland Office II LLC and Market Leader, Inc.
10.23+	Sixth Amendment to Lease, dated as of February 4, 2013, by and between MEPT Kirkland Office II LLC and Market Leader, Inc.
10.24*	Summary of Market Leader, Inc. 2013 Management Variable Cash Compensation Plan incorporated by reference from the description contained in the Registrant's Form 8-K filed on December 21, 2012 (File No. 000-51032).
21.1+	Subsidiaries of the registrant.
23.1+	Consent of KPMG LLP, independent registered public accounting firm.
31.1+	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
31.2+	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
32.1+	Section 1350 Certification of Chief Executive Officer.
32.2+	Section 1350 Certification of Chief Financial Officer.
101.INS+	XBRL Instance Document.
101.SCH+	XBRL Taxonomy Extension Schema Document.
101.CAL+	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF+	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB+	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE+	XBRL Taxonomy Extension Presentation Linkbase Document.

& Pursuant to Item 601(b) (2) of Regulation S-K, the registrant agrees to furnish supplementally a copy of any omitted exhibit or schedule to the SEC upon request.

* Indicates a management contract or compensatory plan or arrangement.

\+ Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kirkland, State of Washington, on the 15th day of March 2013.

MARKET LEADER, INC.

By: /s/ IAN MORRIS

Ian Morris
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant in the capacities indicated below on the 15th day of March, 2013.

Signature	Title
/s/ FRANK M. ("PETE") HIGGINS **Frank M. ("Pete") Higgins**	Chairman of the Board and Director
/s/ IAN MORRIS **Ian Morris**	Chief Executive Officer and Director (Principal Executive Officer)
/s/ JACQUELINE DAVIDSON **Jacqueline Davidson**	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ JON W. GACEK **Jon W. Gacek**	Director
/s/ NICOLAS J. HANAUER **Nicolas J. Hanauer**	Director
/s/ RICHARD A. MENDENHALL **Richard A. Mendenhall**	Director
/s/ MICHAEL T. GALGON **Michael T. Galgon**	Director

Annual Report

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
Market Leader, Inc.:

We have audited the accompanying consolidated balance sheets of Market Leader, Inc. and subsidiaries as of December 31, 2012 and 2011, and the related consolidated statements of operations, shareholders' equity, and cash flows for the years then ended. In connection with our audits of the consolidated financial statements, we also have audited financial statement Schedule II – Valuation and Qualifying accounts. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Market Leader, Inc. and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Market Leader, Inc.'s internal control over financial reporting as of December 31, 2012 based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 15, 2013 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Seattle, Washington
March 15, 2013

Market Leader, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Years Ended December 31, 2012	Years Ended December 31, 2011
Revenues	$44,988	$ 34,025
Expenses:		
Sales and marketing (1)	28,989	27,757
Technology and product development (1)	9,713	8,209
General and administrative (1)	7,828	6,840
Depreciation and amortization of property and equipment (2)	2,901	2,537
Amortization of acquired intangible assets	3,319	1,788
Loss on asset disposition	—	174
Contract termination charge	—	1,450
Total expenses	52,750	48,755
Loss from operations	(7,762)	(14,730)
Interest income and expense, net	32	60
Loss before income tax expense (benefit) and noncontrolling interest	(7,730)	(14,670)
Income tax expense (benefit)	54	(27)
Net loss	(7,784)	(14,643)
Net loss attributable to noncontrolling interest	—	(398)
Net loss attributable to Market Leader	(7,784)	(14,245)
Net loss per share attributable to Market Leader-basic and diluted	$ (0.30)	$ (0.56)

(1) Stock-based compensation is included in the expense line items above in the following amounts:

	Years Ended December 31, 2012	Years Ended December 31, 2011
Sales and marketing	$1,639	$ 680
Technology and product development	345	180
General and administrative	1,265	639
	$3,249	$1,499

(2) Depreciation and amortization of property and equipment is allocated as follows:

	Years Ended December 31, 2012	Years Ended December 31, 2011
Technology and product development	$2,547	$2,306
General and administrative	354	231
	$2,901	$2,537

See accompanying notes to consolidated financial statements.

Market Leader, Inc.

CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	December 31, 2012	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	$ 11,165	$ 7,958
Short-term investments	11,034	15,141
Trade accounts receivable, net of allowance of $14 and $36, respectively	854	729
Prepaid expenses and other current assets	999	1,733
Total current assets	24,052	25,561
Property and equipment, net	5,486	4,507
Intangible assets, net	7,672	10,762
Goodwill	1,861	1,861
Total assets	$ 39,071	$ 42,691
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	$ 978	$ 1,120
Accrued compensation and benefits	3,194	2,599
Accrued expenses and other current liabilities	1,195	2,224
Deferred rent, current portion	177	230
Deferred revenue	1,126	1,056
Total current liabilities	6,670	7,229
Deferred rent, less current portion	—	249
Stock appreciation right liability	1,044	45
Other noncurrent liabilities	56	50
Total liabilities	7,770	7,573
Shareholders' equity:		
Preferred stock, par value $0.001 per share; authorized 30,000,000 shares; none issued and outstanding at December 31, 2012 and 2011	—	—
Common stock, par value $0.001 per share; authorized 120,000,000 shares; issued and outstanding 26,634,447 and 25,397,448 shares at December 31, 2012 and 2011, respectively	78,040	74,073
Accumulated deficit	(46,739)	(38,955)
Total shareholders' equity	31,301	35,118
Total liabilities and shareholders' equity	$ 39,071	$ 42,691

See accompanying notes to consolidated financial statements.

Market Leader, Inc.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands, except share data)

	Common Stock		Accumulated Deficit	Noncontrolling Interest In Subsidiary	Total Share-holders' Equity and Noncontrolling Interest
	Shares	Amount			
Balance at December 31, 2010	24,873,120	$71,889	$(24,710)	$1,152	$ 48,331
Stock option exercises and vesting of restricted stock	418,633	20	—	—	20
Stock-based compensation	—	1,559	—	—	1,559
Shares issued for acquisition of *kwkly*	222,222	400	—	—	400
Stock options issued for acquisition of *kwkly*	—	198	—	—	198
Value of equity awards withheld for tax liability and award exercises	(116,527)	(260)	—	—	(260)
Acquistion of noncontrolling interest in ActiveRain	—	267	—	(754)	(487)
Net loss	—	—	(14,245)	(398)	(14,643)
Balance at December 31, 2011	25,397,448	$74,073	$(38,955)	$ —	$ 35,118
Stock award exercises and vesting of restricted stock	1,550,176	2,211	—	—	2,211
Stock-based compensation	—	2,310	—	—	2,310
Value of equity awards withheld for tax liability and award exercises	(313,177)	(554)	—	—	(554)
Net loss	—	—	(7,784)	—	(7,784)
Balance at December 31, 2012	26,634,447	$78,040	$(46,739)	$ —	$ 31,301

See accompanying notes to consolidated financial statements.

Market Leader, Inc.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Years Ended December 31, 2012	Years Ended December 31, 2011
Cash flows from operating activities:		
Net loss	$ (7,784)	$(14,643)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization of property and equipment	2,901	2,537
Amortization of intangible assets	3,319	1,788
Stock-based compensation	3,249	1,499
Loss on asset disposition	—	174
Changes in certain assets and liabilities, net of acquisitions:		
Trade accounts receivable	(125)	(563)
Prepaid expenses and other current assets	681	(106)
Accounts payable	100	(378)
Accrued compensation and benefits	594	720
Accrued expenses and other current liabilities	(1,023)	907
Deferred rent	(302)	(262)
Deferred revenue	70	539
Net cash provided by (used in) operating activities	1,680	(7,788)
Cash flows from investing activities:		
Purchases of short-term investments	(18,102)	(20,329)
Maturities of short-term investments	21,958	33,647
Purchases of property and equipment	(3,900)	(2,857)
Cash paid for acquisition of RealEstate.com	—	(8,250)
Cash paid for acquisition of SharperAgent, net of cash acquired	—	(1,656)
Cash paid for acquisition of *kwkly*	—	(750)
Net cash used in investing activities	(44)	(195)
Cash flows from financing activities:		
Proceeds from exercises of stock options	2,125	20
Value of equity awards withheld for tax liability and award exercises	(554)	(260)
Acquisition of noncontrolling interest in ActiveRain	—	(446)
Principal payment on note payable	—	(60)
Net cash provided by (used in) financing activities	1,571	(746)
Net increase (decrease) in cash and cash equivalents	3,207	(8,729)
Cash and cash equivalents at beginning of year	7,958	16,687
Cash and cash equivalents at end of year	$ 11,165	$ 7,958

See accompanying notes to consolidated financial statements.

Market Leader, Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands except per share amounts)

Note 1: The Company and Summary of Significant Accounting Policies

Nature of Operations

Market Leader, founded in 1999, provides innovative online technology and marketing solutions for real estate professionals across the United States and Canada. The company serves 125,000 real estate agents, brokerages and franchisors, offering complete end-to-end solutions that enable them to grow and manage their businesses. Market Leader's subscription-based real estate marketing software and services helps customers generate a steady stream of prospects, plus provides the systems and training they need to convert those prospects into clients. In addition, the company's national consumer real estate sites, including www.realestate.com, give its customers access to millions of future home buyers and sellers, while providing consumers with free access to the information they seek.

Basis of Presentation

Consolidation — The consolidated financial statements include the financial statements of Market Leader and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Business segments — We operate a single business segment, representing marketing services provided to real estate professionals. Substantially all of our business comes from customers and operations located within the United States, and we do not have any assets located in foreign countries.

Reclassifications — Prior period financial statement amounts have been reclassified to conform to current period presentation. These reclassifications had no effect on our consolidated financial position, results of operations, or cash flows.

Subsequent Events – We have evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through March 15, 2013, the day the financial statements were issued.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and the accompanying notes. Actual results could differ materially from these estimates.

On an ongoing basis, we evaluate our estimates, including those related to the fair value of acquired intangible assets, the useful lives and potential impairment of intangible assets and property and equipment, the value of common stock options and stock appreciation rights for the purpose of determining stock-based compensation, liabilities and valuation allowances, and certain tax liabilities among others. We base our estimates on historical experience and other factors, including the current economic environment that we believe to be appropriate under the circumstances. We adjust our estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates. Any changes in the estimates we used to prepare these financial statements will be reflected in the financial statements in future periods.

Revenue Recognition

We generate the majority of our revenues from the services we provide to real estate professionals. We generally charge a one-time set-up fee and a monthly fixed fee for a monthly bundle of services. While some of the components may be sold on a standalone basis, all monthly services are provided in total over the term of the agreement and all are included in the monthly fee. All initial set-up fees are recognized as revenue on a straight-line basis over the estimated customer life or the life of the contract, whichever is longer.

We recognize revenue when persuasive evidence of an agreement exists, delivery has occurred, the sales price is fixed or determinable, and collectibility is reasonably assured. Revenue is recognized on a gross basis because we are the primary obligor for the services we provide to our customers, have latitude in establishing price, and have discretion in supplier selection. Payments received in advance of services being rendered are recorded as deferred revenue and recognized on a straight-line basis over the service period. We provide software-as-a-service based products, where the customer does not have the contractual right to take possession of the software during the subscription period, and therefore software revenue recognition guidance is not applicable.

We recognize revenue for our arrangements with multiple elements by determining whether each element can be separated into a unit of accounting based on the following criteria: (1) the delivered item(s) have value to the customer on a stand-alone basis; and (2) if the arrangement includes a right of return relative to the delivered item(s), delivery or performance of the undelivered item(s) that is probable and within our control. If the criteria are not met, elements included in an arrangement are accounted for as a single unit of accounting. If the criteria for separation are met resulting in two or more units of accounting, we use the relative selling price method to allocate arrangement consideration to the individual units of accounting, subject to a limitation that the amount allocable to the delivered unit or units of accounting is limited to the amount that is not contingent on the delivery of additional items or meeting other specified performance conditions.

Sales and Marketing

Sales and marketing expenses consist primarily of advertising, as well as salaries, commissions and related expenses for our sales, marketing and customer support staff. Other expenses include credit card fees and corporate marketing and communications expenses.

Advertising costs are expensed as they are incurred. Total advertising expense was $6,998 and $10,448 in 2012 and 2011, respectively.

Technology and Product Development

Technology and product development expenses consist primarily of salaries and related expenses for employees responsible for customer and internal technology services, net of amounts capitalized as software developed for internal use. These costs also include license fees, maintenance costs, internet and phone connectivity and website hosting costs.

General and Administrative

General and administrative expenses consist primarily of salaries and related expenses for executive, accounting, and human resources employees and consultants. These costs also include audit and legal fees, facilities costs, business insurance premiums, and recruiting fees.

Stock-based Compensation

We recognize the fair value of compensation expense related to equity awards over the requisite service period using the straight-line method, adjusted for expected forfeitures. The fair value of the stock-based awards is determined at the date of grant as well as at the end of each reporting period for certain liability-classified awards, using the Black-Scholes option pricing model. Our determination of the fair value of stock option awards on the date of grant and at the end of each reporting period using this option pricing model is affected by our stock price as well as assumptions regarding a number of other variables. These variables include, but are not limited to, the expected life of the award, our expected volatility of our stock price volatility, and the projected option exercise behaviors.

Concentration of Risk

Our cash and cash equivalents are maintained primarily in a money market fund that invests in U.S. Treasury securities. Short-term investments consist of approximately $11 million in U.S. Treasury bills with terms of one year or less.

The primary objective for our investment portfolio is safety of principal and liquidity. Investments are made with the intent of achieving the highest rate of return consistent with this objective. Our investment policy limits investments to certain types of instruments issued by institutions primarily with investment grade credit ratings and places restrictions on maturities and concentration by type and issuer.

As of December 31, 2012, two customers accounted for 91% of the Company's total accounts receivable balance. As of December 31, 2011, one customer accounted for 79% of the total consolidated accounts receivable balance.

Fair Value Measurements

Fair value is the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. We use a fair value hierarchy to prioritize the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- **Level 1** — Valuation is based upon quoted prices for identical instruments traded in active markets.
- **Level 2** — Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
- **Level 3** — Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. At December 31, 2012 and 2011, we had $7,116 and $5,585 in Money Market Funds, which were classified within the fair value hierarchy as Level 1 assets and accounted for at fair value. There have been no significant transfers in and out of Level 1 and Level 2.

The carrying amounts of accounts receivable, accounts payable and other current liabilities approximate fair value because of their short-term maturities.

Cash Equivalents and Short-term Investments

Cash equivalents are short-term deposits and investments with a maturity of three months or less from the date of purchase. Investments with stated maturities of greater than three months when purchased are classified as short-term investments. We classify our investments as held-to-maturity because we have the ability and intent to hold until maturity. Held-to-maturity securities are recorded at amortized cost, adjusted for the amortization of premiums and discounts to maturity, with the net amortization included in interest income.

Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and are non-interest bearing. An allowance for doubtful accounts is maintained for potentially uncollectible receivables. We evaluate the collectability of our accounts receivable based on several factors, including historical trends, aging of accounts, write-off experience and expectations of future performance. Delinquent accounts receivable are written off when they are determined to be uncollectible.

Property and Equipment

Property and equipment is recorded at historical cost less depreciation. Depreciation and amortization is calculated using the straight-line method over the following estimated useful lives:

	Estimated Useful Life
Computer equipment and software	3 years
Internally developed software	3 years
Office equipment and furniture	3 – 5 years
Leasehold improvements	Lesser of remaining lease term or asset life

Impairment of Long-Lived Assets

Long-lived assets, such as property and equipment, and intangible assets subject to amortization, are reviewed for impairment whenever events or circumstances indicate that the carrying amount of an asset group may not be recoverable. We measure recoverability by comparing the carrying amount of an asset group to the estimated undiscounted future cash flows we expect to generate from the asset group over its life. If undiscounted cash flows do not recover the carrying value of the asset group, we recognize impairment charges to the extent that the recorded value of the asset group exceeds its fair value.

Our goodwill is reviewed for impairment annually in the fourth quarter and when circumstances indicate our goodwill might be impaired.

Amortization of Intangible Assets

Intangible assets are recorded at historical cost less amortization. Amortization is calculated using the straight-line method over the following estimated useful lives:

	Estimated Useful Life
Developed technology	3 years
Domain names	1-5 years
Customer base	3 years
Home listings datafeeds	1 year
Tradename	5 years

Deferred Revenue

Deferred revenue primarily represents subscription agreement payments collected in advance and initial set up fees collected at account activation. Prepayments are recognized as revenue in the month service is provided; initial set up fees are amortized on a straight-line basis over the estimated customer life or the life of the contract, whichever is longer.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax law is recognized in income in the period that includes the enactment date. A valuation allowance is recorded when it is more likely than not that the deferred tax assets will not be realized.

Commitments and Contingencies

From time to time, we may become involved in litigation relating to claims arising from the ordinary course of our business, including actions relating to employment issues. While the results of such litigation cannot be predicted with certainty, the Company believes that the final outcome of such matters will not have a material adverse effect on the consolidated balance sheets or statement of operations.

Recent Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board (FASB) issued ASU No. 2011-08, Intangibles – Goodwill and Other. This standard amends the current two-step goodwill impairment test required under the existing accounting guidance. This amendment allows entities the option to first assess certain qualitative factors to ascertain whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount to determine if the two-step impairment test is necessary. If an entity concludes that certain events or circumstances prove that it is more likely than not that the fair value of a reporting unit is less than its carrying amount then an entity is required to proceed to step one of the two-step goodwill impairment test. This standard was effective for interim and annual periods beginning after December 15, 2011. The adoption of this standard did not have an impact on the Company's consolidated financial statements.

Note 2: Acquisitions

RealEstate.com Acquisition

On September 16, 2011 we acquired the assets of RealEstate.com for $8.25 million in cash. RealEstate.com provides real estate information, tools, and advice to consumers seeking to buy or sell homes. Our acquisition of the RealEstate.com assets allows us to leverage the strong domain name and traffic to extend our marketing solutions.

The transaction was accounted for as a business combination, and accordingly, all of the assets of RealEstate.com were measured at fair value on the acquisition date. The following table summarizes the consideration paid for the identifiable assets acquired and their respective weighted average lives:

	Amount	Weighted Average Life
Trademarks/Domain Names	$7,051	5.0 years
Developed technology	1,199	3.0 years
	$8,250	4.7 years

These fair values were based on estimates as of the closing date of the acquisition. We used the income approach to value the identified trademarks/domain names. These fair value measurements were based on significant inputs not observable in the market and thus represent Level 3 measurements as defined in ASC 820. Under the income approach, fair value is estimated based upon the present value of cash flows that the applicable asset is expected to generate. The valuation of the developed technology was based on the cost- to- recreate method. These fair value measurements were also based on significant inputs not observable in the market and thus represent Level 3 measurements as defined in ASC 820

We have included Realestate.com's results of operations in our consolidated statement of income since September 2011. The Realestate.com assets produced net revenues of $90 in 2011.

SharperAgent Acquisition

On August 1, 2011, we acquired SharperAgent, LLC ("SharperAgent"), for $1.74 million in cash plus assumed liabilities. SharperAgent is a leading provider of online and print marketing suites to the real estate industry with more than 30,000 real estate agent users across North America. Our acquisition of SharperAgent allows us to integrate SharperAgent's marketing campaign, design, and print capabilities with our premium product offerings as a continued expansion of our business and marketing platform for real estate professionals.

The transaction was accounted for as a business combination, and accordingly, all of the assets and liabilities of SharperAgent were measured at fair value on the acquisition date. The following tables summarize the consideration paid for SharperAgent and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date.

Cash Paid	$ 1,737
Less: Total identifiable net assets	(1,608)
Total Goodwill	$ 129

Cash	$ 81
Trade Receivables	136
Property and Equipment	277
Identifiable intangible assets	1,403
Other assets	16
Trade payables and other liabilities	(305)
Total identifiable net assets	$ 1,608

The intangible assets acquired and their respective weighted average lives are as follows:

	Amount	Weighted Average Life
Developed technology	$1,078	3.0 years
Customer base	325	3.0 years
	$1,403	3.0 years

These fair values were based on estimates as of the closing date of the acquisition. We used the income approach to value the identified intangible assets. These fair value measurements are based on significant inputs not observable in the market and thus represent Level 3 measurements as defined in ASC 820. Under the income approach, fair value is estimated based upon the present value of cash flows that the applicable asset is expected to generate. The valuation of the developed technology was based on the relief-from-royalty method and the existing customer relationships were valued using the discounted cash flow method.

Goodwill of $129 primarily consists of the benefit of acquiring new expertise and enhanced service offerings that we can leverage into both our existing customer base and in acquiring new customers. The goodwill recognized is expected to be deductible for income tax purposes.

We have included SharperAgent's results of operations in our consolidated statement of income since August 2011. The SharperAgent products produced net revenues of $1,224 and a net loss of $592 in 2011.

KWKLY Acquisition

On January 7, 2011, we acquired substantially all of the assets of KWKLY, LLC ("*kwkly*"). *kwkly* is a mobile software-as-a-service lead generation platform that provides home buyers with real-time access to property information on their Web-enabled phones, while at the same time connecting real estate professional customers of *kwkly* with those home buyers. Our acquisition of *kwkly* expands the offerings that the Company can make available through its business and marketing platform for real estate professionals.

The transaction was accounted for as a business combination, and accordingly, all of the assets of *kwkly* were measured at fair value on the acquisition date.

We paid cash consideration of $750, issued 222,222 shares of stock that were valued based on the closing stock price on January 7, 2011 of $1.80, and granted a fully vested non-qualified stock option to purchase 250,000 shares which was valued using a Black-Scholes fair value of $0.7936 per share.

Below is a summary of the total consideration transferred:

Cash	$ 750
Stock	400
Stock options	198
	$1,348

The recognized amount of identifiable assets acquired:

Identifiable intangible assets	$ 570
Goodwill	778
	$1,348

The intangible assets acquired and their respective weighted average lives are as follows:

	Amount	Weighted Average Life
Developed technology	$445	3.0 years
Customer relationships	50	3.0 years
Home listings Datafeeds	75	1.0 years
	$570	2.7 years

These fair values were based on estimates as of the closing date of the acquisition. We used the income approach to value the customer relationships. These fair value measurements were based on significant inputs not observable in the market and thus represent Level 3 measurements as defined in ASC 820. Under the income approach, fair value is estimated based upon the present value of cash flows that the applicable asset is expected to generate. The valuations of the developed technology and the home listings data feeds were based on the cost to recreate method. These fair value measurements were also based on significant inputs not observable in the market and thus represent Level 3 measurements as defined in ASC 820.

Goodwill of $778 primarily consists of the benefit of acquiring new expertise and a new product in the mobile space that we can leverage into our existing customer base. The goodwill recognized is expected to be deductible for income tax purposes.

We have included *kwkly's* results of operations in our consolidated statement of income since January 2011. The *kwkly* product produced net revenues of $402 in 2011.

ActiveRain Acquisition

On September 27, 2010 we acquired an additional 18% of the outstanding voting stock of ActiveRain Corporation ("ActiveRain") for $450. ActiveRain is a provider of professional networking, referral, recruitment, content syndication and online marketing services for the community of professionals in real estate and related businesses. Our affiliation with ActiveRain provides us with access to a sizable and rapidly growing professional community, which we expect will help us increase our effectiveness in acquiring customers.

As a result of this transaction, the Company's ownership interest in ActiveRain increased to 51%. The transaction was accounted for as a business combination, and accordingly, all of the assets and liabilities of ActiveRain were measured at fair value on the acquisition date.

The intangible assets acquired and their respective weighted average lives are as follows:

	Amount	Weighted Average Life
Developed technology	$ 544	3.0 years
Customer base	263	3.0 years
Tradename	971	5.0 years
	$1,778	3.4 years

These fair values were based on estimates as of the closing date of the acquisition. We used the income approach to value ActiveRain, the noncontrolling interest, the fair value of the equity interest immediately before the acquisition date, and the identified intangible assets. These fair value measurements were based on significant inputs not observable in the market and thus represent Level 3 measurements as defined in ASC 820. Under the income approach, fair value is estimated based upon the present value of cash flows that the applicable asset is expected to generate. The valuation of the developed technology and the trade name were based on the relief-from-royalty method and the existing customer relationships were valued using the discounted cash flow method.

Goodwill of $954 primarily consists of the benefit from gaining access to a sizable professional community which can increase our effectiveness in acquiring customers. None of the goodwill recognized is expected to be deductible for income tax purposes.

During the fourth quarter of 2011 we acquired the remaining outstanding voting stock of ActiveRain Corporation (“ActiveRain”) for $487. As a result of this transaction, the Company’s ownership interest in ActiveRain increased to 100%. The difference between the sellers’ recorded noncontrolling interest balance and the cash paid was recorded in common stock as we had already obtained a controlling interest in ActiveRain as a result of our September 27, 2010 acquisition described above.

For comparability purposes, the following table presents our unaudited pro forma revenue and earnings (loss) for the year ended December 31, 2011 and 2011 had the RealEstate.com, SharperAgent, and *kwkly* acquisitions occurred on January 1, 2011:

	Year ended December 31, 2011 (Unaudited)
Revenues	$ 37,028
Net loss attributable to Market Leader	$(22,786)

Included in the pro forma net loss above is a $5 million asset impairment loss associated with RealEstate.com.

Note 3: Earnings (Loss) Per Share

Basic earnings (loss) per share are calculated by dividing net income or loss by the weighted average number of shares outstanding during the year.

Diluted earnings (loss) per share are calculated by dividing net income (loss) by the weighted average common shares outstanding plus dilutive potential common stock. Potential common stock includes stock awards to the extent dilutive, calculated using the treasury stock method.

Unvested restricted stock units are considered outstanding common shares and included in the computation of basic earnings (loss) per share as of the date that all necessary conditions of vesting are satisfied. Stock options, restricted stock units, and stock appreciation rights are excluded from the dilutive earnings per share calculation when their impact is antidilutive. Prior to satisfaction of all conditions of vesting, unvested restricted stock units are considered contingently issuable and are excluded from weighted average common shares outstanding.

The basic and diluted net income per share is calculated as follows:

	Years Ended December 31,	
	2012	2011
Net loss attributable to Market Leader	$ (7,784)	$(14,245)
Weighted average common shares outstanding	25,944	25,222
Dilutive effect of stock options and restricted stock units	—	—
Diluted shares	25,944	25,222
Net basic loss per share	$ (0.30)	$ (0.56)
Net diluted loss per share	$ (0.30)	$ (0.56)
Antidilutive equity-based awards	6,311	6,881

Note 4: Cash, Cash Equivalents and Short-Term Investments

At December 31, 2012, cash, cash equivalents, and short-term investments consisted of the following:

	Amortized Cost	Gross Unrealized Gains	Estimated Fair Value
Cash	$ 4,049	$—	$ 4,049
Money market account	7,116	—	7,116
Cash and cash equivalents	$11,165	$—	$11,165

	Amortized Cost	Gross Unrealized Gains	Estimated Fair Value
U.S. Treasury bills	$11,034	$ 3	$11,037
Short-Term investments	$11,034	$ 3	$11,037

At December 31, 2011, cash, cash equivalents, and short-term investments consisted of the following:

	Amortized Cost	Gross Unrealized Gains	Estimated Fair Value
Cash	$ 2,373	$—	$ 2,373
Money market account	5,585	—	5,585
Cash and cash equivalents	$ 7,958	$—	$ 7,958

	Amortized Cost	Gross Unrealized Gains	Estimated Fair Value
U.S. Treasury bills	$10,183	$ 6	$10,189
Certificates of Deposit	4,958	2	4,960
Short-Term investments	$15,141	$ 8	$15,149

Our U.S. Treasury bills and certificates of deposit are classified as held-to-maturity and the U.S. Treasury bills are carried at amortized cost. The estimated fair value of the U.S. Treasury bills is based on quoted market prices for identical investments. The estimated fair value of the certificate of deposit is based on a CD pricing model. All of our investments have a contractual maturity of one year or less.

We have not realized any gains or losses on our short-term investments in the periods presented.

Note 5: Property and Equipment, net

Property and equipment, net of related depreciation and amortization consists of the following:

	December 31, 2012	December 31, 2011
Software developed for internal use	$ 11,801	$ 14,433
Computer equipment and software	7,444	7,422
Office equipment and furniture	1,254	932
Leasehold improvements	928	907
	21,427	23,694
Less: accumulated depreciation and amortization	(15,941)	(19,187)
	$ 5,486	$ 4,507

Software developed for internal use costs include external direct costs and internal direct labor and related employee benefits costs. Internal use software costs totaled $4,322 and $3,188, net of accumulated amortization at December 31, 2012 and 2011, respectively. Capitalized costs are amortized on a straight-line basis over the estimated useful life of the software once it is available for use. Depreciation of capitalized internal use software costs was $2,182 and $2,071 for 2012 and 2011, respectively.

Note 6: Acquired Intangible Assets, Net

Intangible assets and related accumulated amortization consists of the following:

	December 31, 2012	December 31, 2011
Cost:		
Tradename	$ 9,667	$ 9,667
Developed technology	6,903	6,903
Customer base	2,324	2,324
Vendor agreements	1,390	1,390
Domain names	620	391
Home listings datafeeds	75	75
Total cost	20,979	20,750
Accumulated amortization:		
Tradename	(3,903)	(2,025)
Developed technology	(5,353)	(4,253)
Customer base	(2,070)	(1,858)
Vendor agreements	(1,390)	(1,390)
Domain names	(516)	(387)
Home listings datafeeds	(75)	(75)
Total accumulated amortization	(13,307)	(9,988)
Acquired Intangible Assets, net	$ 7,672	$10,762

Future amortization expense is expected to be as follows over each of the next five years:

	Total
2013	$2,954
2014	2,155
2015	1,563
2016	1,000
2017	—
Total	$7,672

Note 7: Goodwill

Goodwill represents the excess of the purchase price over the fair value of identifiable assets acquired and liabilities assumed in business combinations accounted for under the acquisition method. We recorded additions to goodwill of $907 in 2011 related to the purchase of *kwkly* in January 2011 and SharperAgent in August 2011, as described in Note 2. We recorded additions to goodwill of $954 in 2010 related to the purchase of a controlling interest in ActiveRain in September of 2010.

Note 8: Accrued Expenses and Other Current Liabilities

The following table summarizes our accrued expenses and other current liabilities:

	December 31, 2012	December 31, 2011
Accrued advertising	$ 766	$ 439
Accrued services	111	100
Accrued legal and professional fees	99	95
Accrued business taxes	56	35
Contract termination liability	—	1,350
Other	163	205
	$1,195	$2,224

Note 9: Self Insurance

We are self insured for our medical and dental coverage. The medical plan carries a stop-loss policy, which will protect from an individual claim during the plan year exceeding $100 or when cumulative medical claims exceed 125% of expected claims for the plan year. We record estimates of the total cost of claims incurred as of the balance sheet date based on an analysis of historical data and independent estimates. Our liability for self-insured medical and dental claims is included in accrued compensation and benefits and was $129 and $158 at December 31, 2012 and 2011, respectively.

Note 10: Income Taxes

Income tax (benefit) expense from continuing operations is comprised of the following:

	Years Ended December 31, 2012	Years Ended December 31, 2011
Current	$ 21	$ (33)
Deferred	(3,008)	(4,917)
Valuation allowance	3,041	4,923
	$ 54	$ (27)

A reconciliation of the statutory federal income tax rate to the effective tax rate for continuing operations is as follows:

	2012	2011
Federal statutory tax rate	34.0%	34.0%
Incremental investment in ActiveRain	—	—
Other	0.6%	0.7%
Change in valuation allowance	(35.3%)	(34.5%)
Effective tax rate	(0.7%)	0.2%

The tax effects of temporary differences that give rise to significant components of deferred tax assets and liabilities are as follows:

	December 31, 2012	December 31, 2011
Deferred tax assets:		
Net operating loss carryforward	$ 13,878	$ 11,686
Stock-based compensation	4,425	3,623
Acquired intangible assets	3,885	3,413
Alternative minimum tax credit	448	448
Allowances and accruals	329	263
Deferred rent	60	163
Valuation allowance	(21,510)	(18,469)
Total deferred tax assets	$ 1,515	$ 1,127
Deferred tax liabilities:		
Property and equipment	$ (1,425)	$ (1,048)
Prepaids, discounts and other	(90)	(79)
Goodwill	(39)	(6)
Total deferred tax liabilities	$ (1,554)	$ (1,133)

Our deferred tax assets and liabilities are expected to reverse over the next five years, except for the net operating losses and the deferred tax liability related to goodwill deductions on the goodwill acquired in 2011. Based on our recent history of operating losses and the lack of carryback periods for losses, we believe it is more likely than not that we will be unable to generate sufficient taxable income to realize our deferred tax assets. As a result, we have established a valuation allowance for the amount of our gross deferred tax assets for which it is not more likely than not that we will realize the benefit. We increased our valuation allowance by $3,041 and $4,923 in 2012 and 2011, respectively.

At December 31, 2012, our gross U.S. Federal net operating loss carryforwards were $48,127 and will begin to expire in 2023.

At December 31, 2012 we have no unrecognized tax benefits. A reconciliation of the amount of unrecognized tax benefits is as follows:

	2012	2011
Balance at January 1	$ —	$ 115
Additions based on tax positions related to the current year	—	—
Additions for tax positions of prior years	—	—
Reductions for tax positions of prior years	—	(21)
Settlements	—	(94)
	$ —	$ —

We have concluded all U.S. Federal income tax matters for years through 2009.

Note 11: Leases

In November 2012, the lease for our corporate offices in Kirkland, Washington was amended, with a December 2012 effective date, increasing the size of the leased space from 25,309 square feet to 28,941 square feet. The lease expires in August 2013.

In May 2012, the lease for our office in Seattle, Washington for 5,809 square feet was amended, extending the termination date from January 2013 to June 2013.

Through December 2012, we leased 6,740 square feet of office space in Greenwood Village, Colorado. In October 2012, we signed a lease for 4,244 square feet of new office space in Greenwood Village, Colorado. The lease has an effective date of January 2013 and expires in April 2016 with an option to extend the lease term for three years.

Our leases contain free rent periods and predetermined fixed escalations. We recognize rent expense on a straight-line basis and record the difference between the recognized rental expense and amounts payable under the lease as a deferred liability, which is included as a component of deferred rent on the accompanying consolidated balance sheets.

Following are the future minimum payments required under all property and equipment operating leases that have initial or remaining noncancelable lease terms in excess of one year as of December 31, 2012.

2013	$ 454
2014	103
2015	95
2016	31
2017	—
	$ 683

Rent expense totaled $829 and $753 during 2012 and 2011, respectively.

Note 12: Stock Option Plans and Stock-Based Compensation

We issue stock options, restricted stock units, and stock appreciation rights to our employees under the terms of our 2004 Equity Incentive Plan. Our stock-based compensation cost for employees granted stock options and restricted stock units is measured at grant date based on the fair value of the award, and expensed over the requisite service period.

Stock Option Fair Value Determination

Valuation and Recognition Method. We estimate the fair value of stock-based awards granted using the Black-Scholes option valuation model. We amortize the fair value of all awards, reduced for estimated forfeitures, on a straight-line basis over the requisite service periods, which are generally the vesting periods.

Expected Life. The expected life of awards granted represents the period of time that they are expected to be outstanding. We determine the expected life based on our historical experience.

Expected Volatility. We estimate the volatility of our stock price at the date of grant based on the historical volatility of our stock price calculated over a term equivalent to the expected life of the award. During 2012, the range of expected volatilities used was 51% to 65%.

Risk-Free Interest Rate. We base the risk-free interest rate used in the Black-Scholes option valuation model on the implied yield currently available on U.S. Treasury zero-coupon issues with a term equivalent to the expected life of the award. During 2012, the range of risk-free interest rates used was 0.32% to 0.56%.

Expected Dividend Yield. We do not anticipate paying any cash dividends in the foreseeable future. Consequently, we use an expected dividend yield of zero in the Black-Scholes option valuation model.

The value of each employee option granted was estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Years Ended December 31,	
	2012	2011
Weighted average expected risk-free interest rate	0.36%	0.92%
Weighted average expected volatility	58%	62%
Expected life (in years)	3.5 years	3.5 years
Expected dividend yield	0%	0%
Weighted average fair value	$1.38	$0.93

Our stock options typically vest on a graded basis over a four year period and typically expire the earlier of ten years from the date of grant or ninety days following termination of employment.

Stock Option Activity

Employee stock options granted, exercised, canceled and expired under all of our stock option plans are summarized as follows:

	Options	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at December 31, 2011	5,436,226	$3.23	$1.58		
Options granted	375,000	4.60	1.84		
Options exercised	(1,285,501)	2.22	0.46		
Options forfeited	(49,988)	2.18	1.00		
Options expired	(8,835)	8.98	5.35		
Outstanding at December 31, 2012	4,466,902	$3.64	$1.92	6.6 years	$15,632
Exercisable at December 31, 2012	3,127,153	$4.00	$2.24	5.9 years	$10,600

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The aggregate intrinsic value of options outstanding at December 31, 2012 is calculated as the difference between the market price of the underlying common stock and the exercise price of the options for the options with exercise prices that were lower than the closing market price of our common stock at period end. The total intrinsic value of options exercised and the total grant date fair value of options that vested and were forfeited are included in the following table.

	Years Ended December 31, 2012	Years Ended December 31, 2011
Intrinsic value of options exercised	$3,384	$ 4
Grant date fair value of options vested	$ 880	$851
Grant date fair value of options forfeited	$ 50	$ 84

Stock Awards

We have granted restricted stock units to our executives and certain key employees under the 2004 Plan. These stock awards entitle the holder to shares of common stock as the award vests over vesting periods from two to four years. We measure the fair value of restricted stock units based upon the market price of the underlying common stock on the date of grant. The restricted stock units are recognized over their applicable vesting period using the straight-line method reduced for estimated forfeitures. The total grant date fair value of stock awards that vested during 2012 and 2011 was $505 and $1,012, respectively.

During 2012, the following activity occurred related to our restricted stock units granted to employees:

	Stock Awards	Weighted Average Grant Date Fair Value
Nonvested stock award balance at December 31, 2011	618,707	$2.09
Restricted stock units granted	297,000	4.66
Units upon which restrictions lapsed	(244,675)	2.07
Restricted stock units forfeited	(15,400)	4.66
Nonvested stock award balance at December 31, 2012	655,632	$3.20

Non-Employee Share Based Payments

On September 23, 2010, we granted options to purchase 200,000 of our common stock to a consultant under the 2004 Equity Incentive Plan in exchange for services. The options granted vest over two years and the associated expense is included in our sales and marketing expense. At the end of each financial reporting period prior to vesting, the value of these options, as calculated using the Black-Scholes option pricing model, is re-measured using the option fair value and the stock-based compensation recognized during the period is adjusted accordingly. The final re-measurement and stock compensation adjustment related to these options occurred on September 23, 2012, the date the options became fully vested.

The 2012 fully vested date and 2011 year-end and value of options granted was estimated using the Black-Scholes option-pricing model with the following assumptions:

	Fully Vested Date September 23 2012	Year Ended December 31 2011
Exercise price	$2.01	$2.01
Expected risk-free interest rate	1.77%	1.89%
Expected volatility	56%	57%
Expected life (in years)	10 years	10 years
Expected dividend yield	0%	0%
Weighted average fair value	$5.31	$1.84

We recognized $829 and $202 of expense respectively in 2012 and 2011 related to these options. These options became fully vested during 2012, and therefore, there is no expense remaining to be recognized in future years.

Stock Appreciation Rights

In September 2011, the Company granted stock appreciation rights to executives. The stock appreciation rights entitle the holder to the appreciation in value of the award as the award vests over a four-year period. The awards can be settled in cash or shares of common stock, at the Company's option.

We measure the fair value of stock appreciation rights similar to stock options. Additionally stock appreciation rights are liability-classified awards that must be remeasured at fair value at the end of each reporting period, and cumulative compensation cost adjusted for changes in fair value. Compensation expense related to stock appreciation rights is recognized over the vesting period using the straight-line method reduced for estimated forfeitures. We recognized $1,085 and $45 of expense in 2012 and 2011, respectively, related to these stock appreciation rights. Stock appreciation rights activity is summarized in the following table:

	Stock Appreciation Rights	Weighted Average Exercise Price	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at December 31, 2011	626,000	$2.25	$1.29		
Stock appreciation rights granted	382,500	4.66	1.89		
Stock appreciation rights exercised	(20,000)	2.36	4.31		
Stock appreciation rights forfeited	—	—	—		
Stock appreciation rights expired	—	—	—		
Outstanding at December 31, 2012	988,500	$3.18	$3.80	4.0 years	$3,329
Exercisable at December 31, 2012	202,687	$2.48	$4.22	3.8 years	$ 826

The value of each employee stock appreciation right granted was estimated at the end of each reporting period using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Years Ended December 31, 2012	2011
Weighted average exercise price	$3.18	$2.25
Weighted average expected risk-free interest rate	0.30%	0.36%
Weighted average expected volatility	49%	65%
Expected life (in years)	2.5 years	3.5 years
Expected dividend yield	0%	0%
Weighted average fair value	$3.80	$1.29

Our stock appreciation rights typically vest on a graded basis over either a two or four year period and typically expire the earlier of five years from the date of grant or ninety days following termination of employment.

Stock-based Compensation

The following table summarizes stock-based compensation expense for the respective periods:

	Years Ended December 31, 2012	2011
Total cost of share-based payment plans	$3,395	$1,603
Amounts capitalized in internally developed software	(146)	(104)
Amounts charged against income, before income tax benefit	$3,249	$1,499
Amount of related income tax benefit recognized	$ —	$ —
Depreciation recognized for stock compensation capitalized in fixed assets	$ 119	$ 137

In 2012 and 2011, we have recognized a full valuation allowance against the income tax benefit resulting from our stock-based compensation as shown above.

As of December 31, 2012, we had $5,981 of unrecognized compensation cost related to non-vested stock-based awards granted to employees under all equity compensation plans, which includes restricted stock units, stock options, and stock appreciation rights. We expect to recognize this cost over a weighted average period of 1.5 years.

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Note 13: Common Stock

Common Stock Reserved for Future Issuance

The following table sets forth the shares of common stock reserved for future issuance:

	December 31, 2012
Options outstanding under the 1999 Stock Option Plan	98,307
Options, stock appreciation rights, and unvested stock awards outstanding under the 2004 Equity Incentive Plan	6,212,727
Additional equity awards that can be issued under the 2004 Equity Incentive Plan	458,865
Common stock reserved for future issuance	6,769,899

An additional 700,000 shares was authorized for issuance effective January 1, 2013 under the automatic annual increase provisions of the 2004 Equity Incentive Plan. We issue new shares for option exercises and vested restricted stock units.

Note 14: 401(k) Plan

We provide a defined contribution 401(k) plan for our employees. Participating employees may contribute a portion of their salary to the plan up to the maximum allowed by the federal tax guidelines. Additionally, we may make discretionary contributions to the plan. To date, no discretionary contributions have been made to the plan.

Note 15: Contract Termination Charge

We terminated a licensing agreement for marketing design software effective December 31, 2011. As a result, we were released from future minimum contractual liabilities totaling $2.6 million, as well as any and all future revenue sharing payments, in exchange for early termination fees totaling $1.45 million.

Note 16: Supplemental Disclosures of Cash Flow Information

	Years Ended December 31,	
	2012	2011
Cash paid during the period for income taxes	$ 12	$ 7
Noncash investing and financing activities:		
Increase in payables for property and equipment	$ 108	$ 46
Equity issued in stock appreciation right exercises	$ 86	$ —
Payable related to acquisition of noncontrolling interest in ActiveRain	$ —	$ 41
Equity issued in acquisition of *kwkly*	$ —	$ 598

Market Leader,Inc.

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS
(Dollars in thousands)

Column A Description	Column B Balance at Beginning of Period	Column C Additions	Column D Deductions	Column E Balance at End of Period
Allowance for doubtful accounts:				
Year ended:				
December 31, 2012	$36	$552	$574(A)	$14
December 31, 2011	$12	$618	$594(A)	$36

(A) Deductions consist of write-offs of uncollectible accounts, net of recoveries.

Column A Description	Column B Balance at Beginning of Period	Column C Additions	Column D Deductions	Column E Balance at End of Period
Valuation allowance for deferred tax assets:				
Year ended:				
December 31, 2012	$18,469	$3,041	$ —	$21,510
December 31, 2011	$13,546	$4,923	$ —	$18,469

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Corporate Directory and Shareholder Information

Directors

Frank M. ("Pete") Higgins
Chairman of the Board
Co-Founder and Partner
Second Avenue Partners

Ian Morris
President and Chief Executive Officer
Market Leader, Inc.

Jon W. Gacek
President and Chief Executive Officer
Quantum Corporation

Michael T. Galgon
formerly Chief Advertising Strategist
Microsoft Corporation

Nicolas J. Hanauer
Co-Founder and Partner
Second Avenue Partners

Richard A. Mendenhall
Co-Owner
Resource Home Loans and Re/Max Boone Realty

Officers and Management

Ian Morris
President and Chief Executive Officer

Jacqueline Davidson
Chief Financial Officer

Alex Lange
Chief Technology Officer

Sarah Daniels
Chief Marketing Officer

Scott Smith
Executive Vice President, Software and Services Business

Nikesh Parekh
Executive Vice President, Product

Robert Bill
Vice President, Business Development

Joe White
Vice President, Sales and Service

Brian Wildermuth
Vice President, Strategic Account Development

Nick Bailey
Vice President, Business Strategy

Corporate Offices

Market Leader, Inc.
11332 NE 122nd Way, Suite 200
Kirkland, WA 98034
Phone: 425-952-5500
Fax: 425-952-5694

Corporate Web Site

www.marketleader.com

Investor Relations

Mark Lamb
Director of Investor Relations
Phone: 425-952-5801
Email: markl@marketleader.com

PondelWilkinson Inc.
Roger Pondel/Laurie Berman
Phone: 310-279-5980
Email: pwinvestor@pondel.com

Transfer Agent and Registrar

Computershare
P.O. Box 43006
Providence, RI 02940-3006
Phone: 1-877-837-2865
Web site: www.computershare.com/investor

Securities

Market Leader common stock is traded on the NASDAQ Global Select Market under the symbol "LEDR."

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