YELP INC Form 4 September 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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may continue.

See Instruction

if no longer

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Donaker Geoffrey L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(First) (Middle) YELP INC [YELP]

09/22/2016

(Check all applicable)

C/O YELP INC., 140 NEW

(Street)

(State)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title below)

10% Owner Other (specify

MONTGOMERY ST., 9TH FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Reported

SAN FRANCISCO, CA 94105

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Α

Transaction(s) (Instr. 3 and 4) (D) Price

See

Common Stock

09/22/2016

 $A^{(1)}$

Code V

397,940

Amount

\$0 397,940 $I^{(2)}$

Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of Derivative (Acquired (ADisposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
	ý			Code V	(A)	(D)	Date Exercisable	Expiration Date	A Title N Sl	
Class B Common Stock	\$ 0 (1)	09/22/2016		C(1)		397,940	<u>(1)</u>	<u>(1)</u>	Common Stock 3	
Employee Stock Option (Right to Buy)	\$ 7.16	09/22/2016		J <u>(3)</u>		415,709	<u>(4)</u>	01/05/2021	Class B Common 4 Stock	
Employee Stock Option (Right to Buy)	\$ 7.16	09/22/2016		J <u>(3)</u>	415,709		<u>(4)</u>	01/05/2021	Common 4 Stock	
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J <u>(3)</u>		425,000	<u>(5)</u>	02/05/2023	Class A Common 4 Stock	
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J <u>(3)</u>	425,000		<u>(5)</u>	02/05/2023	Common 4 Stock	
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J <u>(3)</u>		90,000	<u>(4)</u>	02/05/2023	Class A Common 9 Stock	
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J <u>(3)</u>	90,000		<u>(4)</u>	02/05/2023	Common Stock	
Employee Stock Option (Right to Buy)	\$ 53.83	09/22/2016		J <u>(3)</u>		26,100	<u>(6)</u>	01/08/2025	Class A Common Stock	
,	\$ 53.83	09/22/2016		J <u>(3)</u>	26,100		<u>(6)</u>	01/08/2025	2	

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Employee Stock Option (Right to Buy)								Common Stock
Employee Stock Option (Right to Buy)	\$ 20.47	09/22/2016	<u>J(3)</u>		53,300	<u>(7)</u>	03/09/2026	Class A Common Stock
Employee Stock Option (Right to	\$ 20.47	09/22/2016	J <u>(3)</u>	53,300		<u>(7)</u>	03/09/2026	Common Stock

Deletionship

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
Oonaker Geoffrey L						
C/O YELP INC. 40 NEW MONTGOMERY ST., 9TH FLOOR	X					

Signatures

Buy)

D C

/s/ Laurence Wilson, Attorney-in-fact

09/23/2016

**Signature of Reporting Person

SAN FRANCISCO, CA 94105

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On September 22, 2016, each share of the Issuer's outstanding Class A common stock and Class B common stock automatically converted into one share of common stock pursuant to the Issuer's amended and restated certificate of incorporation.
- (2) Shares are held by Geoffrey Donaker as Trustee UA 02/07/05 Donaker Revocable Trust. The Reporting Person holds voting and dispositive power over the shares.
- In connection with the conversion described in footnote (1), outstanding options denominated in Class A or Class B common stock issued (3) under the Issuer's equity incentive plans remain unchanged, except that they now represent the right to receive shares of the single class of common stock rather than shares of Class A or Class B common stock.
- (4) Fully vested.
- The shares underlying the stock option vest in equal monthly installments as follows: (a) 10% of the shares vest over the 12 month period from the Grant Date of February 5, 2013; then (b) 20% of the shares vest over the following 12 month period; then (c) 30% of the shares vest over the following 12 month period, such that all of the shares vest as of the four year anniversary of the Grant Date.
- (6) The shares underlying the stock option vest in equal monthly installments over 24 months following the grant date of January 8, 2015.

Reporting Owners 3

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(7) The shares underlying the stock option vest in equal monthly installments over 12 months following the grant date of March 9, 2016. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.