

OPENTABLE INC  
Form POS AM  
May 21, 2009

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As filed with the Securities and Exchange Commission on May 20, 2009

Registration No. 333-157034

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE  
AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**OPENTABLE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7389**  
(Primary Standard Industrial  
Classification Code Number)  
**799 Market Street, 4th Floor**  
**San Francisco, CA 94103**  
**(415) 344-4200**

**94-3374049**  
(I.R.S. Employer  
Identification Number)

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Jeffrey D. Jordan**  
**Chief Executive Officer**  
**OpenTable, Inc.**  
**799 Market Street, 4th Floor**  
**San Francisco, CA 94103**  
**(415) 344-4200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies To:**

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Menlo Park, California 94025  
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**Alan F. Denenberg, Esq.**  
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**Approximate date of commencement of the proposed sale to the public:  
As soon as practicable after this Registration Statement becomes effective.**

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-157034

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Form S-1 Registration Statement (333-157034) is filed pursuant to Rule 462(d) solely to add an exhibit to such Registration Statement. No changes have been made to Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statements**

- (a)  
Exhibits

**Exhibit**

**No.**

**Description of Exhibit**

23.2 Consent of Deloitte & Touche LLP, independent registered public accounting firm.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, we have duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on the 20<sup>th</sup> day of May, 2009.

**OPENTABLE, INC.**

By: /s/ JEFFREY JORDAN

\_\_\_\_\_  
 Jeffrey Jordan  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ JEFFREY JORDAN _____ Jeffrey Jordan	Chief Executive Officer and Director (principal executive officer)	May 20, 2009
/s/ MATTHEW ROBERTS _____ Matthew Roberts	Chief Financial Officer (principal financial and accounting officer)	May 20, 2009
* _____ A. George "Skip" Battle	Director	May 20, 2009
* _____ Adam R. Dell	Director	May 20, 2009
* _____ J. William Gurley	Director	May 20, 2009
* _____ Thomas H. Layton	Director	May 20, 2009
* _____ Danny Meyer	Director	May 20, 2009
* _____ Michelle Peluso	Director	May 20, 2009
* _____ Paul Pressler	Director	May 20, 2009

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\*By:           /s/ JEFFREY JORDAN          

Jeffrey Jordan  
*Attorney-in-fact*

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EXPLANATORY NOTE

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statements

SIGNATURES