

BENCHMARK FOUNDERS FUND IV LP
 Form 4
 December 17, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENCHMARK CAPITAL MANAGEMENT CO IV LLC

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OPENTABLE INC [OPEN]

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.0001 par value | 12/15/2009 | | J ⁽¹⁾ | | 966,450 | D | \$ 0 2,366,434 |
| Common Stock, \$0.0001 par value | 12/15/2009 | | J ⁽¹⁾ | | 276,985 | D | \$ 0 678,397 |
| Common Stock, \$0.0001 par value | 12/15/2009 | | J ⁽¹⁾ | | 36,145 | D | \$ 0 88,504 |

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| | | | | | | | | |
|----------------------------------|------------|------------------|-----------|---|------|-----------|-------------------|--------------------------|
| Common Stock, \$0.0001 par value | 12/15/2009 | J ⁽¹⁾ | 10,760 | D | \$ 0 | 26,347 | D ⁽⁵⁾ | |
| Common Stock, \$0.0001 par value | 12/15/2009 | J ⁽¹⁾ | 1,290,340 | D | \$ 0 | 3,325,536 | I | See Footnote <u>(6)</u> |
| Common Stock, \$0.0001 par value | 12/15/2009 | J ⁽¹⁾ | 1,290,340 | D | \$ 0 | 3,543,487 | I | See Footnote <u>(7)</u> |
| Common Stock, \$0.0001 par value | 12/15/2009 | J ⁽¹⁾ | 1,290,340 | D | \$ 0 | 3,543,487 | I | See Footnote <u>(8)</u> |
| Common Stock, \$0.0001 par value | 12/15/2009 | J ⁽¹⁾ | 1,290,340 | D | \$ 0 | 3,543,487 | I | See Footnote <u>(9)</u> |
| Common Stock, \$0.0001 par value | 12/15/2009 | J ⁽¹⁾ | 1,290,340 | D | \$ 0 | 3,395,839 | I | See Footnote <u>(10)</u> |
| Common Stock, \$0.0001 par value | | | | | | 106,764 | D ⁽¹¹⁾ | |

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.

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(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BENCHMARK CAPITAL MANAGEMENT CO IV LLC 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| BENCHMARK CAPITAL PARTNERS IV LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| BENCHMARK FOUNDERS FUND IV LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| BENCHMARK FOUNDERS FUND IV A LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| BENCHMARK FOUNDERS FUND IV-B LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| BENCHMARK FOUNDERS FUND IV-X LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| RACHLEFF ANDREW S 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| HARVEY KEVIN 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |
| DUNLEVIE BRUCE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | | X | | |

KAGLE ROBERT
2480 SAND HILL ROAD
SUITE 200
MENLO PARK, CA 94025

X

Signatures

/s/ Steven M. Spurlock, by power of
attorney

12/17/2009

__Signature of Reporting Person

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) The Reporting Person made a pro rata distribution for no consideration of an aggregate of 1,500,000 shares of common stock of the issuer to its partners on December 15, 2009.
- (2) Shares owned by Benchmark Capital Partners IV, L.P. ("BCP IV").
- (3) Shares owned by Benchmark Founders' Fund IV, L.P. ("BFF IV").
- (4) Shares owned directly by Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A").
- (5) Shares owned directly by Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B").
- (6) Benchmark Capital Management Co. IV, LLC ("BCMC IV"), the Designated Filer, is the general partner of each of BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X, and may be deemed to have the sole voting and dispositive power over the 3,325,536 shares of common stock held by such entities. BCMC IV and each of its managing members disclaim beneficial ownership of the shares held by such entities except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC IV and each of its managing members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (7) Andrew S. Rachleff, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 3,325,536 shares of common stock which may be deemed beneficially held by BCMC IV. In addition, Mr. Rachleff may be deemed to share voting and dispositive power over 217,951 shares of common stock held by his family trust, which includes 48,569 shares of common stock which represents pro rata allocation of distribution described above.
- (8) Kevin R. Harvey, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 3,325,536 shares of common stock which may be deemed beneficially held by BCMC IV. In addition, Mr. Harvey may be deemed to share voting and dispositive power over 217,951 shares of common stock held by his family trust, which includes 48,569 shares of common stock which represents pro rata allocation of distribution described above.
- (9) Bruce Dunlevie, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 3,325,536 shares of common stock which may be deemed beneficially held by BCMC IV. In addition, Mr. Dunlevie may be deemed to share voting and dispositive power over 217,951 shares of common stock held by his family trust, which includes 48,569 shares of common stock which represents pro rata allocation of distribution described above.
- (10) Robert Kagle, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 3,325,536 shares of common which may be deemed beneficially held by BCMC IV. In addition, Mr. Kagle may be deemed to share voting and dispositive power over 70,303 shares of common stock, which includes 36,427 shares of common stock which represents pro rata allocation of distribution described above.
- (11) Shares owned directly by Benchmark Founders' Fund IV-X, L.P. ("BFF IV-X").

Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Andrew S. Rachleff and Steven M. Spurlock

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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