

YELP INC  
Form 8-K  
February 06, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 6, 2013**

**YELP INC.**

(Exact name of registrant as specified in its charter)

|   |                       |                                   |
|---|-----------------------|-----------------------------------|
| Delaware  | 001-35444             | 20-1854266                        |
| (State or other jurisdiction of<br>incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

**706 Mission Street**

**San Francisco, CA 94103**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(415) 908-3801**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On February 6, 2013, Yelp Inc. (the “Company”) issued a press release announcing its financial results for the fourth quarter and year ended December 31, 2012. A copy of the press release, entitled “Yelp Announces Fourth Quarter and Full Year 2012 Financial Results,” is furnished pursuant to Item 2.02 as Exhibit 99.1 to this Current Report.

The information in this Item 2.02 and the press release attached as Exhibit 99.1 hereto is furnished to, but not “filed” with, the Securities and Exchange Commission (“SEC”) and shall not be deemed to be incorporated by reference into any of the Company’s filings with the SEC under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit Number Description**

|      |   |
|------|---|
| 99.1 | Press Release, dated February 6, 2013, entitled “Yelp Announces Fourth Quarter and Full Year 2012 Financial Results.” |
|------|---|

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Yelp INC.

Date: February 6, 2013

By: /s/ Rob Krolik  
Rob Krolik  
Chief Financial Officer

**INDEX TO EXHIBITS**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
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