

YELP INC
Form SC 13G/A
February 14, 2017

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13G

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)***

Yelp Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

985817105
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 985817105

1. Names of Reporting Persons
 Jeremy Stoppelman
 Check the Appropriate Box if a Member of a Group (see instructions)
2. (a)
 (b)
 SEC USE ONLY
3. Citizenship or Place of Organization
4. United States
- | | | |
|--------------|----|---------------------------------|
| | 5. | Sole Voting Power |
| | | 6,178,290 shares ⁽¹⁾ |
| | 6. | Shared Voting Power |
| Number of | | Not applicable. |
| Shares | | Sole Dispositive Power |
| Beneficially | 7. | |
| Owned by | | 6,178,290 shares ⁽¹⁾ |
| Each | | Shared Dispositive Power |
| Reporting | 8. | |
| Person With: | | Not applicable. |
- Aggregate Amount Beneficially Owned by Each Reporting Person
9. 6,178,290 shares⁽¹⁾
 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)
10. Percent of Class Represented by Amount in Row 9
11. 7.5%⁽²⁾
 Type of Reporting Person (see instructions)
12. IN

(1) Consists of (a) 2,493,980 shares of Common Stock issuable to Mr. Stoppelman pursuant to stock options exercisable within 60 days of December 31, 2016 and (b) 3,684,310 shares of Common Stock held of record by The Jeremy Stoppelman Revocable Trust, over which Mr. Stoppelman retains sole voting and dispositive power.

(2) Based on 79,429,833 shares of Common Stock outstanding on December 31, 2016.

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CUSIP No. 985817105

1. Names of Reporting Persons
- The Jeremy Stoppelman Revocable Trust (the Trust)
 Check the Appropriate Box if a Member of a Group (see instructions)
2. (a)
 (b)
 SEC USE ONLY
3. Citizenship or Place of Organization
4. California
- | | | |
|--------------|----|---------------------------------|
| | 5. | Sole Voting Power |
| | | 3,684,310 shares ⁽³⁾ |
| | 6. | Shared Voting Power |
| Number of | | Not applicable. |
| Shares | | Sole Dispositive Power |
| Beneficially | 7. | |
| Owned by | | 3,684,310 shares ⁽³⁾ |
| Each | | Shared Dispositive Power |
| Reporting | 8. | |
| Person With: | | Not applicable. |
- Aggregate Amount Beneficially Owned by Each Reporting Person
9. 3,684,310 shares⁽³⁾
 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)
10. Percent of Class Represented by Amount in Row 9
11. 4.6%⁽²⁾
 Type of Reporting Person (see instructions)
12. OO The Trust is a revocable trust organized under the laws of the State of California
- (3) Consists of shares of Common Stock held of record by the Trust. Mr. Stoppelman retains sole voting and dispositive power over these shares.

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- Item 1(a).** Name of Issuer: Yelp Inc.
- Item 1(b).** Address of Issuer's Principal Executive Offices: 140 New Montgomery Street, San Francisco, CA 94105
- Item 2(a).** Name of Person Filing:
(i) Jeremy Stoppelman
(ii) The Jeremy Stoppelman Revocable Trust (the Trust)
- Item 2(b).** Address of Principal Business Office or, if none, Residence: The address and principal business office of each Reporting Person is:

c/o Yelp Inc.
140 New Montgomery Street
San Francisco, CA 94105
- Item 2(c).** Citizenship: Mr. Stoppelman is a United States citizen. The Trust is organized under the laws of the State of California.
- Item 2(d).** Title of Class of Securities: Common Stock
- Item 2(e).** CUSIP Number: 985817105
- Item 3.** **If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
 - (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).
- If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

- (a) Amount Beneficially Owned: 6,178,290 shares⁽¹⁾
- (b) Percent of Class: 7.5%⁽²⁾
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (1) Mr. Stoppelman: 6,178,290 shares⁽¹⁾
 - (2) Trust: 3,684,310 shares⁽³⁾
 - (ii) Shared power to vote or to direct the vote:
Not applicable.
 - (iii) Sole power to dispose or to direct the disposition of:
 - (1) Mr. Stoppelman: 6,178,290 shares⁽¹⁾
 - (2) Trust: 3,684,310 shares⁽³⁾
 - (iv) Shared power to dispose or to direct the disposition of:

Not applicable.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Jeremy Stoppelman /s/ Jeremy Stoppelman

Date February 14, 2017

The Jeremy Stoppelman Revocable Trust

Jeremy Stoppelman, Trustee /s/ Jeremy Stoppelman

Date February 14, 2017
