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YELP INC

Form 4											
August 07,	2013										
FORM	Л 4								OMB AF	PROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287		
	Check this box if no longer CTATENTENTE OF CHANCES IN DENEEDICIAL OWNERSHIP OF								Expires:	irs per	
subject Section Form 4	STATEMENT OF CHANGES IN BENEFICIAL OWNE Section 16. Form 4 or						ERSHIP OF	Estimated a burden hour response			
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(a) of the P	Public U		ding Cor	npan	y Act of	Act of 1934, 1935 or Section)			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Stoppelman Jeremy			2. Issuer Name and Ticker or Trading Symbol YELP INC [YELP]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (i	Middle)	3. Date of Earliest Transaction (Ch					(Check	k all applicable)		
C/O YELP		(Month/Day/Year) 08/05/2013					X DirectorX 00 Owner X Officer (give title Other (specify below) below) Chief Executive Officer				
				led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN FRAI	NCISCO, CA 941	03						Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti nor Dispose (Instr. 3, 4) Amount	ed of (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 Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock	08/05/2013			C <u>(1)</u>	14,706	, í	\$ 0	14,706	I <u>(2)</u>	See Footnote (2)	
Class A Common Stock	08/05/2013			S <u>(3)</u>	14,706	D	\$ 55.6351	14,706	I <u>(2)</u>	See Footnote (2)	

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

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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)	4. Transactio Code (Instr. 8)	Securities		6. Date Exerce Expiration D (Month/Day/	Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Deri Secu (Ins
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(4) (5)	08/05/2013	C		14,706	(4)(5)	<u>(6)</u>	Class A Common Stock	14,706	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Stoppelman Jeremy C/O YELP INC. 706 MISSION ST. SAN FRANCISCO, CA 94103	Х	Х	Chief Executive Officer					
Signatures								
/s/ Donna Hammer,		08/07/2013						

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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

Date

- (2) Shares are held by Jeremy Stoppelman as Trustee UA 03/16/10 Jeremy Stoppelman Revocable Trust. The Reporting Person holds voting and dispositive power over the shares.
- (3) Shares were sold pursuant to a duly adopted 10b5-1 trading plan.

Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. All Class A Common Stock and Class B Common Stock will convert automatically into Common Stock

(4) on the earlier of (i) the date on which the number of outstanding shares of Class B Common Stock represents less than 10% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock and (ii) seven years following the effective date of the issuer's initial public offering.

In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock (i) upon any transfer, whether or not for value (subject to certain exceptions), or (ii) in the event of the death or disability (as defined in the amended

(5) transfer, whether of not for value (subject to certain exceptions), of (ii) in the event of the death of disability (as defined in the antended and restated certificate of incorporation of the issuer) of the Reporting Person, or (iii) upon such date as is specified by the affirmative vote or written consent of at least 66 2/3% of the outstanding shares of Class B Common Stock.

Attorney-in-fact

**Signature of Reporting Person

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(6) Not applicable.

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.