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YELP INC												
Form 4	2012											
August 21,												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMMISSION	OMB APPROVAL				
		51111255			n, D.C. 20				Number:	3235-0287		
Check t if no lor		8 /						Expires:	January 31,			
subject		AENT OF (CHANGES IN BENEFICIAL OWNE					ERSHIP OF	Estimated a	2005 verage		
Section		SECURITIES						burden hour	rs per			
Form 4 Form 5		count to So	otion 16((x) of t	ha Sacuri	tion E	Tychongo	Act of 1934,	response	0.5		
obligati	ons Section 17(•	935 or Section				
may con <i>See</i> Inst	nunue.			•	•	-	ct of 1940					
1(b).	luction				•	•						
	D \											
(Print or Type	(Responses)											
1. Name and	2. Issuer Name and Ticker or Trading 5					5. Relationship of Reporting Person(s) to						
Stoppelma	n Jeremy							Issuer				
	Y	YELP INC [YELP]					(Check all applicable)					
(Last)	(First) (Middle) 3.	3. Date of Earliest Transaction					(Cheek	()			
						-	_X_ Director _X_ Officer (give	X10%	o Owner r (specify			
C/O YELP	PINC., 706 MISSI	ON ST. 0	8/19/201	3				pelow)	below)			
								Chief E	xecutive Office	er		
								6. Individual or Joint/Group Filing(Check				
	· · · · · · · · · · · · · · · · · · ·					Applicable Line) _X_ Form filed by One Reporting Person						
SAN FRANCISCO, CA 94103				_				Form filed by More than One Reporting				
								Person				
(City)	(State)	(Zip)	Table I	- Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	y Owned		
1.Title of	2. Transaction Date		3.				equired (A)	5. Amount of	6.	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution Da	Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)					Securities Beneficially	Ownership Form:	Indirect Beneficial		
` '		(Month/Day/	Year) (In	str. 8)			·	Owned	Direct (D)	Ownership		
								Following Reported	or Indirect (I)	(Instr. 4)		
						(A)		Transaction(s)	(Instr. 4)			
			Co	de V	Amount	or (D)	Price	(Instr. 3 and 4)				
Class A										See		
Common	08/19/2013		C	(1)	14,706	А	\$0	14,706	I <u>(2)</u>	Footnote		
Stock										(2)		
Class A							\$		- (0)	See		
Common	08/19/2013		S	(3)	14,706	D	49.7229	0	I <u>(2)</u>	Footnote		
Stock							(4)			(2)		

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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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)	Code	5. Number of tiorDerivative 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. P Der Sect (Ins
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(5) (6)	08/19/2013	C		14,706	(5)(6)	(7)	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,		08/21/2013						

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.

The sales price reported is the weighted average sale price for the number of shares sold. These shares were sold in multiple transactions
 (4) at prices ranging from \$49.41 to \$50.11, inclusive. Full information regarding the number of shares sold at each separate price will be supplied upon request by Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer.

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

(5) 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.

(6)

Attorney-in-fact

**Signature of Reporting Person

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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 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.

(7) 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.