

YELP INC  
Form 8-K  
June 11, 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): June 5, 2013**

**YELP INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation)**

**001-35444**  
**(Commission**

**File No.)**

**20-1854266**  
**(IRS Employer**

**Identification No.)**

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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

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 5, 2013, at the 2013 Annual Meeting of Stockholders (the Annual Meeting ) of Yelp Inc. (the Company ), the Company s stockholders approved the amendment of the Company s 2012 Equity Incentive Plan (the 2012 Plan ) to increase the aggregate number of shares of the Company s Class A Common Stock that may be issued pursuant to awards under the 2012 Plan from 16,257,359 to 18,257,359. The Company s Board of Directors (the Board ) and the Compensation Committee of the Board approved the amendment of the 2012 Plan (as amended, the Amended 2012 Plan ), subject to stockholder approval, on January 30, 2013.

Approval of the Amended 2012 Plan also constituted approval of terms and conditions in the Amended 2012 Plan that will permit the Company to grant stock options and performance awards under the Amended 2012 Plan that may qualify as performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Amended 2012 Plan became effective immediately upon stockholder approval at the Annual Meeting.

A more detailed summary of the material features of the Amended 2012 Plan is set forth in the Company s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 23, 2013 (the Proxy Statement ). Each of that summary and the foregoing description is qualified in its entirety by reference to the text of the Amended 2012 Plan, a copy of which is attached as Exhibit 10.1 hereto and is incorporated into this Item 5.02 by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 5, 2013, the Company held its Annual Meeting at The St. Regis San Francisco located at 125 3<sup>rd</sup> Street, San Francisco, California 94103. At the Annual Meeting, the Company s stockholders voted on five proposals, each of which is described in more detail in the Proxy Statement. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

Each of the three nominees for Class I director was elected to serve until the Company s 2016 Annual Meeting of Stockholders or until his respective successor has been duly elected and qualified. The voting results were as follows:

| Director Name | Votes For   | Votes Withheld | Broker Non-Votes | Percentage of Votes in Favor |
|---------------|-------------|----------------|------------------|------------------------------|
| Fred Anderson | 233,913,204 | 1,223,605      | 7,180,355        | 96.5%                        |
| Peter Fenton  | 234,418,953 | 717,856        | 7,180,355        | 96.7%                        |
| Jeremy Levine | 234,605,043 | 531,766        | 7,180,355        | 96.8%                        |

Stockholders approved the Amended 2012 Plan. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|-------------|---------------|-------------|------------------|------------------------------|
| 224,099,352 | 11,035,941    | 1,516       | 7,180,355        | 92.5%                        |

Stockholders ratified the selection by the Audit Committee of the Board of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the year ending December 31, 2013. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|-------------|---------------|-------------|------------------|------------------------------|
| 240,498,514 | 1,811,653     | 6,997       |                  | 99.2%                        |

Stockholders approved, on an advisory basis, the compensation of the Company s named executive officers as disclosed in the Proxy Statement. The voting results were as follows:

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| Votes For   | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|-------------|---------------|-------------|------------------|------------------------------|
| 235,115,534 | 17,501        | 3,774       | 7,180,355        | 97.0%                        |

Stockholders indicated, on an advisory basis, a preferred frequency of stockholder advisory votes on the compensation of the Company's named executive officers of every 1 Year. The voting results were as follows:

| 1 Year      | 2 Years | 3 Years | Abstentions | Percentage of Votes in Favor of Every 1 Year |
|-------------|---------|---------|-------------|--|
| 234,645,058 | 4,337   | 174,691 | 312,723     | 96.8%  |

Based on the voting results and its consideration of the appropriate voting frequency for the Company at this time, on June 5, 2013, the Board resolved that the Company will hold an advisory vote on the compensation of the Company's named executive officers every year.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

| Exhibit Number | Description                             |
|----------------|---|
| 10.1           | 2012 Equity Incentive Plan, as amended. |

**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.

Date: June 11, 2013

YELP INC.

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

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                      |
|---------------------------|---|
| 10.1                      | 2012 Equity Incentive Plan, as amended. |