Edgar Filing: YELP INC - Form 4

| YELP INC Form 4 | 2015 | | | | | | | | |
|--|---|---|---------------------------------------|--|--|--|---|---|--|
| January 12, | ЛЛ | ~~ ~~ ~~ ~~ ~~ | | | | | | PPROVAL | |
| | UNITED | | URITIES A ashington | | | E COMMISSIO | N OMB Number: | 3235-0287 | |
| Check t if no lo subject Section Form 4 | nger to STATEN 16. or | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | |
| Form 5 obligati may co <i>See</i> Inst 1(b). | ons ntinue. Section 17(| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | |
| (Print or Type | Responses) | | | | | | | | |
| Donaker Geoffrey L Symbol | | | | Ic | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| (Last) | (First) (| Middle) 3. Date | 3. Date of Earliest Transaction | | | (Cn | еск ап аррпсаві | e) | |
| C/O YELF MONTGC | 08/2015 | | | below) | Officer (give title Other (specify | | | | |
| | | | (Month/Day/Year) Applicabi _X_Form | | | Applicable Line) _X_ Form filed by | n filed by One Reporting Person | | |
| SAN FRA | NCISCO, CA 941 | 05 | | | | Person | More than One R | eporting | |
| (City) | (State) | (Zip) T | able I - Non- | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Code | 4. Securit onAcquired Disposed (Instr. 3, | (A) or of (D) 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A)or(D) Price | Transaction(s) (Instr. 3 and 4) | | | |
| Reminder: Re | eport on a separate line | e for each class of s | ecurities bene | ficially ow | ned directly | or indirectly. | | | |
| | | | | | | spond to the colle tained in this form | | SEC 1474 (9-02) | |

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|---------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | iorDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

Edgar Filing: YELP INC - Form 4

| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|--|------------------------------------|------------|------------------|---------|----|--|-----|---------------------|--------------------|----------------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 53.83 | 01/08/2015 | | A | | 26,100 | | <u>(1)</u> | 01/08/2025 | Class A Common Stock | 26,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Donaker Geoffrey L C/O YELP INC. 140 NEW MONTGOMERY ST., 9TH FL SAN FRANCISCO, CA 94105 | OOR X | | Chief Operating Officer | | | | |
| Signatures | | | | | | | |
| /s/ Donna Hammer, Attorney-in-fact | 01/12/2015 | | | | | | |
| **Signature of Reporting Person | Date | | | | | | |
| Explanation of Respons | ses: | | | | | | |

* 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) The shares underlying the stock option vest in equal monthly installments over 24 months following the grant date.

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.