

BENCHMARK CAPITAL PARTNERS IV LP  
Form SC 13G/A  
February 11, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)\*

OpenTable, Inc.

---

(Name of Issuer)

Common Stock

---

(Title of Class of Securities)

68372A104

---

(CUSIP Number)

December 31, 2010

---

(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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

Page of 18 Pages  
Exhibit Index Contained on Page 17

---

CUSIP NO. 68372A104

13 G

Page 2 of 18

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Benchmark Capital Partners IV, L.P. ("BCP IV") Tax ID Number:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	5	SOLE VOTING POWER 1,152,773 shares, except that Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV"), the general partner of BCP IV, may be deemed to have sole power to vote these shares, and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"), the members of BCMC IV, may be deemed to have shared power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 1,152,773 shares, except that BCMC IV, the general partner of BCP IV, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,152,773
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	<input type="radio"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	5.0%
12	TYPE OF REPORTING PERSON*	PN

CUSIP NO. 68372A104

13 G

Page 3 of 18

1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Benchmark Founders' Fund IV, L.P. ("BFF IV")  
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

5 SOLE VOTING POWER  
 330,562 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER  
 See response to row 5.

7 SOLE DISPOSITIVE POWER  
 330,562 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 330,562

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.4%

12 TYPE OF REPORTING PERSON\* PN

CUSIP NO. 68372A104

13 G

Page 4 of 18

1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A") Tax ID Number:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	5	SOLE VOTING POWER 43,113 shares, except that BCMC IV, the general partner of BFF IV-A, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 43,113 shares, except that BCMC IV, the general partner of BFF IV-A may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	43,113
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.2%
12	TYPE OF REPORTING PERSON*	PN

CUSIP NO. 68372A104

13 G

Page 5 of 18

1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B")  
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

5 SOLE VOTING POWER  
 12,835 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER  
 See response to row 5.

7 SOLE DISPOSITIVE POWER  
 12,835 shares, except that BCMC IV, the general partner of BFF IV-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,835

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%

12 TYPE OF REPORTING PERSON\* PN

CUSIP NO. 68372A104

13 G

Page 6 of 18

1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Benchmark Founders' Fund IV-X, L.P. ("BFF IV-X")  
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

5 SOLE VOTING POWER  
 106,764 shares, except that BCMC IV, the general partner of BFF IV-X, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER  
 See response to row 5.

7 SOLE DISPOSITIVE POWER  
 106,764 shares, except that BCMC IV, the general partner of BFF IV-X, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 106,764

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.4%

12 TYPE OF REPORTING PERSON\* PN

CUSIP NO. 68372A104

13 G

Page 7 of 18

1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Benchmark Capital Management Co. IV, L.L.C.  
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

5 SOLE VOTING POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER  
 See response to row 5.

7 SOLE DISPOSITIVE POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,735,680

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)



EXCLUDES CERTAIN SHARES\*

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0
		7.5%
12	TYPE OF REPORTING PERSON*	OO

---

CUSIP NO. 68372A104

13 G

Page 8 of 18

1 NAME OF REPORTING PERSON Alexandre Balkanski  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

	5	SOLE VOTING POWER 129,196 shares, all of which are directly owned by a trust, and Balkanski, as trustee of the trust, may be deemed to have sole power to vote these shares.
	6	SHARED VOTING POWER 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Balkanski, a member of BCMC IV, may be deemed to have shared power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 129,196 shares, all of which are directly owned by a trust, and Balkanski, as trustee of the trust, may be deemed to have sole power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Balkanski, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,864,876

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	8.1%
12	TYPE OF REPORTING PERSON*	IN

---

CUSIP NO. 68372A104

13 G

Page 9 of 18

1 NAME OF REPORTING PERSON Bruce W. Dunlevie  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

5 SOLE VOTING POWER  
 110,156 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to vote these shares.

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 SHARED VOTING POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
 110,156 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,845,836

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	8.0%
12	TYPE OF REPORTING PERSON*	IN

---

CUSIP NO. 68372A104

13 G

Page 10 of 18

1	NAME OF REPORTING PERSON	J. William Gurley	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	U.S. Citizen	
		5	SOLE VOTING POWER 86,715 shares.
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Gurley, a member of BCMC IV, may be deemed to have shared power to vote these shares.
		7	SOLE DISPOSITIVE POWER 86,715 shares.
		8	SHARED DISPOSITIVE POWER 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Gurley, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,822,395
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		<input type="radio"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		7.9%
12	TYPE OF REPORTING PERSON*		IN



CUSIP NO. 68372A104

13 G

Page 11 of 18

1 NAME OF REPORTING PERSON Kevin R. Harvey  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

5 SOLE VOTING POWER  
 148,172 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to vote these shares.

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 SHARED VOTING POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Harvey, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
 148,172 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Harvey, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,883,852

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9



12	TYPE OF REPORTING PERSON*	8.2%
		IN

---

CUSIP NO. 68372A104

13 G

Page 12 of 18

1 NAME OF REPORTING PERSON Robert C. Kagle  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

5 SOLE VOTING POWER  
 117,213 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares.

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 SHARED VOTING POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Kagle, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
 117,213 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Kagle, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,852,893

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	8.1%
12	TYPE OF REPORTING PERSON*	IN

---

CUSIP NO. 68372A104

13 G

Page 13 of 18

1 NAME OF REPORTING PERSON Steven M. Spurlock  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen

5 SOLE VOTING POWER  
 2,407 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to vote these shares.

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 6 SHARED VOTING POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Spurlock, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
 2,407 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 1,735,680 shares, of which 1,152,773 are directly owned by BCP IV, 330,562 are directly owned by BFF IV, 43,113 are directly owned by BFF IV-A, 12,835 shares are directly owned by BFF IV-B, 106,764 are directly owned by BFF IV-X and 89,633 are held in nominee form for the benefit of persons not affiliated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B, and BFF IV-X, and Spurlock, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,738,087

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	7.6%
12	TYPE OF REPORTING PERSON*	IN

---

CUSIP NO. 68372A104

13 G

Page 14 of 18

This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Benchmark Capital Partners IV, L.P., a Delaware limited partnership, Benchmark Founders' Fund IV, L.P., a Delaware limited partnership, Benchmark Founders' Fund IV-A, L.P., a Delaware limited partnership, Benchmark Founders' Fund IV-B, L.P., a Delaware limited partnership, Benchmark Founders' Fund IV-X, L.P., a Delaware limited partnership, Benchmark Capital Management Co. IV, L.L.C., a Delaware limited liability company, and Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Andrew S. Rachleff and Steven M. Spurlock. Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 2(A).

## NAME OF PERSONS FILING

This Statement is filed by Benchmark Capital Partners IV, L.P., a Delaware limited partnership ("BCP IV"), Benchmark Founders' Fund IV, L.P., a Delaware limited partnership ("BFF IV"), Benchmark Founders' Fund IV-A, L.P., a Delaware limited partnership ("BFF IV-A"), Benchmark Founders' Fund IV-B, L.P., a Delaware limited partnership ("BFF IV-B"), Benchmark Founders' Fund IV-X, L.P., a Delaware limited partnership ("BFF IV-X"), Benchmark Capital Management Co. IV, L.L.C., a Delaware limited liability company ("BCMC IV"), and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X. Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock are members of BCMC IV and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X.

---

CUSIP NO. 68372A104

13 G

Page 15 of 18

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:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

CUSIP NO. 68372A104

13 G

Page 16 of 18

SIGNATURES

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.

Date: February 10, 2011

BENCHMARK CAPITAL PARTNERS IV, L.P.,  
a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P.,  
a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P.,  
a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P.,  
a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-X, L.P.,  
a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C.,  
a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock  
Steven M. Spurlock  
Managing Member

ALEXANDRE BALKANSKI  
BRUCE W. DUNLEVIE  
J. WILLIAM GURLEY  
KEVIN R. HARVEY  
ROBERT C. KAGLE  
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock  
Steven M. Spurlock  
Attorney-in-Fact\*



\*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

---

CUSIP NO. 68372A104

13 G

Page 17 of 18

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	18

---

CUSIP NO. 68372A104

13 G

Page 18 of 18

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of OpenTable, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.