

OPENTABLE INC  
Form 4  
July 28, 2014

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 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)

1. Name and Address of Reporting Person \*  
ROBERTS MATTHEW

(Last) (First) (Middle)

C/O OPENTABLE, INC., 1  
MONTGOMERY STREET, SUITE  
700

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
OPENTABLE INC [OPEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/24/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474  
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 24.97	07/24/2014	D			66,000	07/17/2011	01/21/2020	Common Stock	66,000 (2)
Stock Option	\$ 82.56	07/24/2014	D			3,748	07/01/2011	06/30/2021	Common Stock	3,748 (2)
Stock Option	\$ 70.22	07/24/2014	D			4,459	08/01/2011	07/31/2021	Common Stock	4,459 (2)
Stock Option	\$ 58.25	07/24/2014	D			5,436	09/01/2011	08/31/2021	Common Stock	5,436 (2)
Stock Option	\$ 44.1	07/24/2014	D			7,180	10/03/2011	10/02/2021	Common Stock	7,180 (2)
Stock Option	\$ 43.1	07/24/2014	D			7,341	11/01/2011	10/31/2021	Common Stock	7,341 (2)
Stock Option	\$ 36.24	07/24/2014	D			8,644	12/01/2011	11/30/2021	Common Stock	8,644 (2)
Stock Option	\$ 39.01	07/24/2014	D			162,075	01/01/2012	01/02/2022	Common Stock	162,075 (2)
Stock Option	\$ 39.01	07/24/2014	D			137,672	07/01/2013	01/02/2022	Common Stock	137,672 (2)
Stock Option	\$ 39.01	07/24/2014	D			116,492	07/01/2013	01/02/2022	Common Stock	116,492 (1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS MATTHEW C/O OPENTABLE, INC. 1 MONTGOMERY STREET, SUITE 700 SAN FRANCISCO, CA 94104	X		President & CEO	

## Signatures

/s/ Matthew J. Roberts 07/28/2014

\*\*Signature of Reporting Person

Date

## 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).

- On July 24, 2014, The Priceline Group, Inc., a Delaware corporation, acquired the issuer pursuant to that certain merger agreement between issuer, The Priceline Group and Rhombus, a Delaware corporation and wholly owned subsidiary of The Priceline Group, dated as of June 12, 2014(the "Merger Agreement"). At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$103.00 in cash (the "per-share merger consideration"). In addition, all outstanding vested options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes.
- (1) These Stock Options, were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration, less the exercise price of the option.
  - (2) In accordance with the terms of the Merger Agreement, this option was converted into an option to purchase 9,852 shares of The Priceline Group, Inc. common stock at a price of \$461.24 per share.
  - (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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