

YELP INC  
Form 4  
September 23, 2016

**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 \*  
Donaker Geoffrey L

(Last) (First) (Middle)

C/O YELP INC., 140 NEW MONTGOMERY ST., 9TH FLOOR

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/22/2016

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)

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 Following 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)	Price		
Common Stock	09/22/2016		A <sup>(1)</sup>	397,940	A \$ 0	397,940	I <sup>(2)</sup> See Footnote (2)

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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative 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 Security (Instr. 3 and 4)	8. Amount of Stock Acquired or Disposed of (Instr. 3, 4, and 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Class B Common Stock	\$ 0 <sup>(1)</sup>	09/22/2016		C <sup>(1)</sup>			397,940	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	3
Employee Stock Option (Right to Buy)	\$ 7.16	09/22/2016		J <sup>(3)</sup>			415,709	<sup>(4)</sup>	01/05/2021	Class B Common Stock	4
Employee Stock Option (Right to Buy)	\$ 7.16	09/22/2016		J <sup>(3)</sup>			415,709	<sup>(4)</sup>	01/05/2021	Common Stock	4
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J <sup>(3)</sup>			425,000	<sup>(5)</sup>	02/05/2023	Class A Common Stock	4
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J <sup>(3)</sup>			425,000	<sup>(5)</sup>	02/05/2023	Common Stock	4
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J <sup>(3)</sup>			90,000	<sup>(4)</sup>	02/05/2023	Class A Common Stock	9
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J <sup>(3)</sup>			90,000	<sup>(4)</sup>	02/05/2023	Common Stock	9
Employee Stock Option (Right to Buy)	\$ 53.83	09/22/2016		J <sup>(3)</sup>			26,100	<sup>(6)</sup>	01/08/2025	Class A Common Stock	2
	\$ 53.83	09/22/2016		J <sup>(3)</sup>			26,100	<sup>(6)</sup>	01/08/2025		2

Employee Stock Option (Right to Buy)								Common Stock
Employee Stock Option (Right to Buy)	\$ 20.47	09/22/2016	J <sup>(3)</sup>	53,300	<u>(7)</u>	03/09/2026		Class A Common Stock
Employee Stock Option (Right to Buy)	\$ 20.47	09/22/2016	J <sup>(3)</sup>	53,300	<u>(7)</u>	03/09/2026		Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donaker Geoffrey L C/O YELP INC. 140 NEW MONTGOMERY ST., 9TH FLOOR SAN FRANCISCO, CA 94105		X		

## Signatures

/s/ Laurence Wilson,  
Attorney-in-fact

09/23/2016

\*\*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).
- (1) On September 22, 2016, each share of the Issuer's outstanding Class A common stock and Class B common stock automatically converted into one share of common stock pursuant to the Issuer's amended and restated certificate of incorporation.
- (2) Shares are held by Geoffrey Donaker as Trustee UA 02/07/05 Donaker Revocable Trust. The Reporting Person holds voting and dispositive power over the shares.
- (3) In connection with the conversion described in footnote (1), outstanding options denominated in Class A or Class B common stock issued under the Issuer's equity incentive plans remain unchanged, except that they now represent the right to receive shares of the single class of common stock rather than shares of Class A or Class B common stock.
- (4) Fully vested.
- (5) The shares underlying the stock option vest in equal monthly installments as follows: (a) 10% of the shares vest over the 12 month period from the Grant Date of February 5, 2013; then (b) 20% of the shares vest over the following 12 month period; then (c) 30% of the shares vest over the following 12 month period; and then (d) 40% of the shares vest over the following 12 month period, such that all of the shares vest as of the four year anniversary of the Grant Date.
- (6) The shares underlying the stock option vest in equal monthly installments over 24 months following the grant date of January 8, 2015.

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(7) The shares underlying the stock option vest in equal monthly installments over 12 months following the grant date of March 9, 2016.

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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