OPENTABLE INC
Form 10-Q
August 04, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2011

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 001-34357

OPENTABLE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**94-3374049**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
799 Market Street, 4th Floor, San Francisco, CA	**94103**
(Address of Principal Executive Offices)	(Zip Code)

(415) 344-4200

(Registrant s Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter time period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of August 1, 2011, 23,676,769 shares of the registrant s common stock were outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

OPENTABLE, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	June 30, 2011	December 31, 2010
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 50,160,000	$ 33,444,000
Short-term investments	18,941,000	9,080,000
Accounts receivable, net of allowance for doubtful accounts of $1,046,000, and $1,260,000 at June 30, 2011 and December 31, 2010	15,485,000	13,292,000
Prepaid expenses and other current assets	2,886,000	2,919,000
Deferred tax asset	7,930,000	7,882,000
Restricted cash		167,000
Total current assets	95,402,000	66,784,000
Property, equipment and software, net	15,167,000	14,612,000
Goodwill	43,692,000	42,347,000
Intangibles, net	18,956,000	20,248,000
Deferred tax asset	5,541,000	5,539,000
Other assets	877,000	366,000
TOTAL ASSETS	$ 179,635,000	$ 149,896,000
LIABILITIES AND STOCKHOLDERS EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 3,085,000	$ 1,862,000
Accrued expenses	4,915,000	5,804,000
Accrued compensation	4,436,000	4,189,000
Deferred revenue	2,142,000	1,852,000
Dining rewards payable	18,089,000	15,398,000
Total current liabilities	32,667,000	29,105,000
Deferred revenue non-current	2,474,000	2,802,000

Deferred tax liability		5,261,000		5,644,000
Income tax liability		12,758,000		8,577,000
Other long-term liabilities		474,000		1,623,000
Total liabilities		53,634,000		47,751,000
COMMITMENTS AND CONTINGENCIES (Note 5)				
STOCKHOLDERS EQUITY:				
Common stock, $0.0001 par value 100,000,000 shares authorized; 23,858,168 and 23,507,765 shares issued, 23,647,921 and 23,297,518 shares outstanding at June 30, 2011 and December 31, 2010		2,000		2,000
Additional paid-in capital		154,598,000		143,292,000
Treasury stock, at cost (210,247 shares at June 30, 2011 and December 31, 2010)		(647,000)		(647,000)
Accumulated other comprehensive income (loss)		735,000		(1,305,000)
Accumulated deficit		(28,687,000)		(39,197,000)
Total stockholders equity		126,001,000		102,145,000
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$	179,635,000	$	149,896,000

See notes to condensed consolidated financial statements.

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OPENTABLE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
REVENUES	$ 34,290,000	$ 22,453,000	$ 67,997,000	$ 43,704,000
COSTS AND EXPENSES:				
Operations and support	9,686,000	6,324,000	19,158,000	12,326,000
Sales and marketing	6,403,000	5,046,000	14,215,000	9,786,000
Technology	3,531,000	3,020,000	7,578,000	5,740,000
General and administrative	5,148,000	3,879,000	11,010,000	7,902,000
Total costs and expenses	24,768,000	18,269,000	51,961,000	35,754,000
Income from operations	9,522,000	4,184,000	16,036,000	7,950,000
Other income, net	24,000	73,000	45,000	142,000
Income before taxes	9,546,000	4,257,000	16,081,000	8,092,000
Income tax expense	3,221,000	1,673,000	5,571,000	2,984,000
NET INCOME	$ 6,325,000	$ 2,584,000	$ 10,510,000	$ 5,108,000
Net income per share (See Note 7):				
Basic	$ 0.27	$ 0.11	$ 0.45	$ 0.23
Diluted	$ 0.26	$ 0.11	$ 0.43	$ 0.21
Weighted average shares outstanding:				
Basic	23,558,000	22,502,000	23,446,000	22,352,000
Diluted	24,615,000	23,801,000	24,573,000	23,648,000

See notes to condensed consolidated financial statements.

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OPENTABLE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Six Months Ended June 30,	
	2011	**2010**
OPERATING ACTIVITIES:		
Net income	$ 10,510,000	$ 5,108,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,788,000	3,023,000
Amortization of intangibles	1,993,000	148,000
Provision for doubtful accounts	822,000	497,000
Stock-based compensation	4,840,000	3,334,000
Write-off of property, equipment and software	723,000	266,000
Deferred taxes		(494,000)
Excess tax benefit related to stock compensation	(1,912,000)	(2,734,000)
Change in contingent liability	(1,085,000)	
Changes in operating assets and liabilities:		
Accounts receivable	(2,917,000)	(1,662,000)
Prepaid expenses and other current assets	(338,000)	30,000
Accounts payable and accrued expenses	2,587,000	2,439,000
Accrued compensation	198,000	415,000
Deferred revenue	(48,000)	(111,000)
Long-term liabilities	3,532,000	749,000
Dining rewards payable	2,678,000	1,863,000
Net cash provided by operating activities	25,371,000	12,871,000
INVESTING ACTIVITIES:		
Purchases of property, equipment and software	(4,652,000)	(4,983,000)
Purchases of investments	(18,196,000)	(24,926,000)
Sales of investments	8,228,000	23,175,000
Decrease in restricted cash	176,000	
Net cash used in investing activities	(14,444,000)	(6,734,000)
FINANCING ACTIVITIES:		
Excess tax benefit related to stock-based compensation	1,912,000	2,734,000
Proceeds from issuance of common stock upon exercise of employee stock options	3,817,000	1,841,000
Change in cash overdrafts		(988,000)
Net cash provided by financing activities	5,729,000	3,587,000
EFFECT OF EXCHANGE RATES ON CASH	60,000	(112,000)

NET INCREASE IN CASH AND CASH EQUIVALENTS			16,716,000		9,612,000
CASH AND CASH EQUIVALENTS	Beginning of period		33,444,000		19,807,000
CASH AND CASH EQUIVALENTS	End of period	$	50,160,000	$	29,419,000

(Continued)

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OPENTABLE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(Unaudited)

	Six Months Ended June 30,	
	2011	**2010**
SUPPLEMENTAL DISCLOSURE OF OTHER CASH FLOW INFORMATION:		
Cash paid for income taxes	$ 122,000	$ 390,000
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Purchase of property, equipment and software recorded in accounts payable and accrued expenses	$ 390,000	$ 192,000
Vesting of early exercised stock options	$ 541,000	$ 595,000

See notes to condensed consolidated financial statements. (Concluded)

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OPENTABLE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Organization and Description of Business

OpenTable, Inc. (together with its subsidiaries, OpenTable or the Company), was incorporated on October 13, 1998, and is a Delaware corporation. The Company provides solutions that form an online network connecting reservation-taking restaurants and people who dine at those restaurants. For restaurant customers, the Company provides a proprietary Electronic Reservation Book, or ERB, and OpenTable Connect, or Connect. The OpenTable ERB combines proprietary software and computer hardware to deliver a solution that computerizes restaurant host-stand operations and replaces traditional pen-and-paper reservation books. The ERB streamlines and enhances a number of business-critical functions and processes for restaurants, including reservation management, table management, guest recognition and email marketing. Like the ERB, Connect allows restaurants to take online reservations via the OpenTable website; however, Connect does not provide the operational benefits that the ERB delivers to reservation-intensive restaurants. For diners, the Company operates www.opentable.com, a popular restaurant reservation website, and also provides a variety of mobile applications. The OpenTable website and mobile applications enable diners to find, choose and book tables at restaurants on the OpenTable network in real time, overcoming the inefficiencies associated with the traditional process of reserving by phone.

Certain Significant Risks and Uncertainties

The Company operates in a dynamic industry, and accordingly, can be affected by a variety of factors. For example, management of the Company believes that changes in any of the following areas could have a significant negative effect on the Company s future financial position, results of operations or cash flows: the ability to maintain an adequate rate of growth; the impact of the current economic climate on its business; the ability to effectively manage its growth; the ability to attract new restaurant customers; the ability to increase the number of visitors to its website and convert those visitors into diners; and the ability to retain existing restaurant customers and diners or encourage repeat reservations.

2. Summary of Significant Accounting Policies

Principles of Consolidation

These condensed consolidated financial statements include the accounts of OpenTable, Inc. and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC) regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2010, as filed on March 9, 2011 with the SEC (the 2010 Annual Report). The condensed consolidated balance sheet as of December 31, 2010, included herein was

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derived from the audited consolidated financial statements as of that date but does not include all disclosures required by GAAP, including notes to the financial statements.

The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments (consisting only of normal recurring adjustments) necessary for the fair presentation of the Company s statement of financial position at June 30, 2011 and December 31, 2010, and the Company s results of operations for the three and six months ended June 30, 2011 and 2010, and its cash flows for the six months ended June 30, 2011 and 2010. The results for the three and six months ended June 30, 2011 are not necessarily indicative of the results to be expected for any future period. All references to June 30, 2011 or to the three or six months ended June 30, 2011 and 2010 in the notes to the condensed consolidated financial statements are unaudited.

Use of Estimates

The preparation of the Company s financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. These estimates are based on information available as of the date of the financial statements; therefore, actual results could differ from those estimates.

Recently Issued Accounting Standards

In May 2011, the Financial Accounting Standards Board (FASB) issued Topic 820 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (Topic 820). Topic 820 changes the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements to ensure consistency between U.S. GAAP and IFRS. Topic 820 also expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. Topic 820 is effective for interim and annual periods beginning after December 15, 2011 and is applied prospectively. The Company anticipates that the adoption of this standard will not materially expand its consolidated financial statement footnote disclosures.

In June 2011, the FASB issued Topic 220 Presentation of Comprehensive Income (Topic 220). Topic 220 eliminates the option to report other comprehensive income and its components in the statement of changes in equity. Topic 220 requires that all nonowner changes in stockholders equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. The amended guidance, which must be applied retroactively, is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with earlier adoption permitted. The adoption of this standard will change the presentation of the Company s consolidated financial statements but will have no effect on the reported amounts of comprehensive net income.

3. Short-Term Investments and Fair Value Measurements

Short-term investments are summarized as follows:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
At June 30, 2011:				
U.S. government and agency securities	$ 18,464,000	$ 10,000	$ (2,000)	$ 18,472,000
Certificates of deposit	469,000			469,000
Total	$ 18,933,000	$ 10,000	$ (2,000)	$ 18,941,000

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	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
At December 31, 2010:				
U.S. government and agency securities	$ 8,099,000	$ 1,000	$	$ 8,100,000
Certificates of deposit	980,000			980,000
Total	$ 9,079,000	$ 1,000	$	$ 9,080,000

As of June 30, 2011, certain investments with a total estimated fair value of $3,720,000 had maturity dates of greater than one year. As of December 31, 2010, there were no investments that had maturity dates of greater than one year.

The Company classifies investments within Level 1 of the fair value hierarchy when the fair value is based on quoted prices in active markets for identical assets or liabilities. The Company considers a market to be active when transactions for the asset occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

The Company classifies investments within Level 2 if the investments are valued using quoted prices for identical assets in markets that are not active, using quoted prices for similar assets in an active market, or using model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets.

Investments are classified within Level 3 of the fair value hierarchy if the fair value is determined using unobservable inputs that are not corroborated by market data. The valuation of Level 3 investments requires the use of significant management judgments or estimation.

In accordance with Topic 820 Fair Value Measurements and Disclosures, the following table represents the Company s fair value hierarchy for its financial assets:

	June 30, 2011			December 31, 2010		
	Aggregate Fair Value	Level 1	Level 2	Aggregate Fair Value	Level 1	Level 2
U.S. government and agency securities	$ 18,472,000	$	$ 18,472,000	$ 8,100,000	$	$ 8,100,000
Certificates of deposit	469,000		469,000	980,000		980,000
Total short-term investments	$ 18,941,000	$	$ 18,941,000	$ 9,080,000	$	$ 9,080,000

Subsequent to the issuance of the Company s 2010 consolidated financial statements, the Company determined that the $8,100,000 of investments in U.S. government and agency securities as of December 31, 2010 should be classified as Level 2 investments (rather than Level 1 investments as originally classified) as these specific securities are not actively traded. Accordingly, the Company has corrected the classification of these securities from Level 1 to Level 2 in the table of fair value measurements as of December 31, 2010.

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4. Goodwill and Intangible Assets

A summary of the carrying amount of goodwill by business segment as of June 30, 2011 and December 31, 2010 is as follows:

	June 30, 2011	December 31, 2010
North America	$ 4,561,000	$ 4,561,000
International	39,131,000	37,786,000
Total Goodwill	$ 43,692,000	$ 42,347,000

The increase in goodwill of $1,345,000 was due to the change in foreign currency exchange rates.

A summary of intangible assets as of June 30, 2011 and December 31, 2010 is as follows:

	June 30, 2011			December 31, 2010		
	Gross Carrying Value	Accumulated Amortization	Total	Gross Carrying Value	Accumulated Amortization	Total
Trademarks	$ 12,314,000	$ 37,000	$ 12,277,000	$ 11,897,000	$ 23,000	$ 11,874,000
Customer relationships	8,355,000	2,570,000	5,785,000	8,098,000	940,000	7,158,000
Developed technology	1,555,000	661,000	894,000	1,515,000	299,000	1,216,000
Total intangible assets	$ 22,224,000	$ 3,268,000	$ 18,956,000	$ 21,510,000	$ 1,262,000	$ 20,248,000

Amortization of intangible assets was $1,005,000 and $74,000 for the three months ended June 30, 2011 and 2010, respectively. Amortization of intangible assets was $1,993,000 and $148,000 for the six months ended June 30, 2011 and 2010, respectively. Based on the current amount of intangibles subject to amortization, estimated future annual amortization expense is as follows: 2011 (remainder): $1,977,000; 2012: $3,392,000; 2013: $1,340,000; 2014: $66,000.

Unaudited Pro Forma Condensed Combined Financial Information

In October 2010, the Company acquired toptable.com (toptable), a leading restaurant reservation site in the United Kingdom.

The unaudited pro forma financial information provided below, for the three and six months ended June 30, 2011 and 2010, assumes the acquisition of toptable occurred on January 1, 2010 and includes the impact of amortizing certain purchase accounting adjustments, such as intangible assets and the pay down of outstanding third party debt, as of January 1, 2010.

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues	$ 34,290,000	$ 24,918,000	$ 67,997,000	$ 48,954,000
Income from operations	9,522,000	3,790,000	16,036,000	7,037,000
Net income	6,325,000	2,138,000	10,510,000	4,047,000
Net income per share				
Basic	$ 0.27	$ 0.09	$ 0.45	$ 0.18
Diluted	$ 0.26	$ 0.09	$ 0.43	$ 0.17

5. Commitments and Contingencies

The Company leases its facilities under operating leases. Leases expire at various dates through 2016. The terms of the lease agreements provide for rental payments on a graduated basis. The Company recognizes rent expense on a straight-line basis over the lease period.

Litigation

On May 12, 2009, a patent infringement lawsuit was filed against the Company by Mount Hamilton Partners, LLC (Mount Hamilton) in the United States District Court for the Northern District of California, seeking, among other things, a judgment that the Company has infringed a certain patent held by Mount Hamilton, an injunctive order against the alleged infringing activities and an award for damages. The Company denied Mount Hamilton s allegations and asserted counterclaims seeking judicial declarations that the Mount Hamilton patent is not infringed, is unenforceable and is invalid. The Company and Mount Hamilton have entered into a settlement agreement which is reflected in the Company s financial statements as of June 30, 2011, and the claims between the parties were dismissed with prejudice on July 7, 2011.

The Company is also subject to various other legal proceedings and claims arising in the ordinary course of business. Although occasional adverse decisions or settlements may occur, management believes there is no litigation pending that could, individually or in the aggregate, have a material adverse effect on the Company s business, financial position, results of operations or cash flows.

6. Stockholders Equity

Stock-Based Compensation

The Company accounts for stock-based compensation under Topic 718 Stock Compensation (Topic 718), which requires compensation costs related to share-based transactions, including employee stock options, to be recognized in the financial statements based on fair value.

Under Topic 718, the fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model.

The following table summarizes the assumptions relating to the Company s stock options for the three and six months ended June 30, 2011 and 2010, respectively:

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Dividend yield	0%	0%	0%	0%
Volatility	53%	52%	53%	52%-53%
Risk-free interest rate	1.77%-2.08%	2.15%-2.95%	1.77%-2.67%	2.15%-2.95%
Expected term, in years	5.50-5.52	5.50-6.08	5.50-6.08	5.50-6.56

The Company granted 107,790 and 137,450 stock options during the three months ended June 30, 2011 and 2010, respectively, and 108,390 and 897,430 stock options during the six months ended June 30, 2011 and 2010, respectively. The Company recorded stock-based compensation expense related to stock options of $1,118,000 and $1,800,000 for three months ended June 30, 2011 and 2010, respectively, and $3,843,000 and $3,334,000 for the six months ended June 30, 3011 and 2010, respectively.

Topic 718 requires the benefits of tax deductions in excess of recognized compensation expense to be reported as a financing cash flow, rather than as an operating cash flow. This requirement reduces net operating cash flows and increases net financing cash flows. For the three months ended June 30, 2011 and 2010, the Company recorded $1,576,000 and $1,444,000, respectively, of excess tax benefits from stock-based compensation and $1,912,000 and $2,734,000, respectively, for the six months ended June 30, 2011 and 2010.

Restricted Stock Units

The Company began granting restricted stock units (RSUs) to its employees in November 2010. The cost of RSUs is determined using the fair value of the Company s common stock on the date of grant. RSUs typically vest and become exercisable annually, based on a one to four year total vesting term. Stock-based compensation expense is amortized on a straight-line basis over the requisite service period.

The Company granted 23,736 and 35,246 RSUs, respectively, during the three and six months ended June 30, 2011. The Company recorded stock-based compensation expense related to RSUs of $718,000 and $997,000, respectively, for the three and six months ended June 30, 2011.

7. Net Income Per Share

The Company calculates net income per share in accordance with Topic 260 Earnings per Share. Basic and diluted net income per share attributable to common stockholders are presented in conformity with the two-class method required for participating securities. The Company s weighted average unvested shares subject to repurchase and settlement in shares of common stock upon vesting have the non-forfeitable right to receive dividends on an equal basis with common stock and therefore are considered participating securities that must be included in the calculation of net income per share using the two-class method in all presented periods.

Performance-Based Awards

Non-vested performance-based awards are included in the diluted shares outstanding each period if established performance criteria have been met at the end of the respective periods. 220,000 shares were excluded from the dilutive shares outstanding for the three and six months ended June 30, 2011, as the performance criteria had not been met as of the respective dates. 281,000 shares were excluded from the dilutive shares outstanding for the three and six months ended June 30, 2010, as the performance criteria

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had not been met as of the respective dates. Anti-dilutive shares in the amounts of 18,000 and 58,000 were excluded from the dilutive shares outstanding for the three months ended June 30, 2011 and 2010, respectively. Anti-dilutive shares in the amounts of 80,000 and 515,000 were excluded from the dilutive shares outstanding for the six months ended June 30, 2011 and 2010, respectively.

The following table sets forth the computation of basic and diluted net income per share for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Basic net income per common share calculation:				
Net income	$ 6,325,000	$ 2,584,000	$ 10,510,000	$ 5,108,000
Less: Undistributed earnings allocated to participating securities	(5,000)	(30,000)	(19,000)	(68,000)
Net income attributable to common shares - basic	6,320,000	2,554,000	10,491,000	5,040,000
Basic weighted average common shares outstanding	23,558,000	22,502,000	23,446,000	22,352,000
Basic net income per share	$ 0.27	$ 0.11	$ 0.45	$ 0.23
Diluted net income per common share calculation:				
Net income	$ 6,325,000	$ 2,584,000	$ 10,510,000	$ 5,108,000
Less: Undistributed earnings allocated to participating securities	(3,000)	(20,000)	(12,000)	(45,000)
Net income attributable to common shares - diluted	6,322,000	2,564,000	10,498,000	5,063,000
Weighted average shares used to compute basic net income per share	23,558,000	22,502,000	23,446,000	22,352,000
Effect of potentially dilutive securities:				
Unvested common shares subject to repurchase	11,000	180,000	27,000	208,000
Employee stock options	1,037,000	1,119,000	1,093,000	1,088,000
Employee stock awards	9,000		7,000	
Weighted average shares used to compute diluted net income per share	24,615,000	23,801,000	24,573,000	23,648,000
Diluted net income per share	$ 0.26	$ 0.11	$ 0.43	$ 0.21

8. Income Taxes

During the three and six months ended June 30, 2011, the Company recorded income tax expense of $3,221,000 and $5,571,000, respectively, which resulted in an effective tax rate of 34% and 35%, respectively. During the three and six months ended June 30, 2010, the Company recorded income tax expense of $1,673,000 and $2,984,000, respectively, which resulted in an effective tax rate of 39% and 37% respectively. The expected tax provision derived from applying the federal statutory rate to the Company s income before income tax provision for the three and six months ended June 30, 2011 differed from the Company s recorded income tax provision primarily due to benefits resulting from the recognition of current year federal and state research and development credits and the federal Domestic Manufacturing Deduction which were partially offset by the tax impact of certain stock-based compensation charges. The Company s effective tax rate for the three and six months

ended June 30, 2011 is not necessarily indicative of the effective tax rate that may be expected for fiscal year 2011.

Topic 740 Income Taxes prescribes that a tax position is required to meet a minimum recognition threshold before being recognized in the financial statements. The Company s gross unrecognized tax benefits as of June 30, 2011 and December 31, 2010 were $17,618,000 and $17,585,000, respectively. As of June 30, 2011 and December 31, 2010, the Company recorded $156,000 and $124,000, respectively, of accrued interest. No significant penalties have been recorded to date.

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9. Comprehensive Income (Loss)

In accordance with Topic 220 Comprehensive Income, the Company reports by major components and, as a single total, the change in its net assets during the period from non-owner sources. Comprehensive income (loss) consists of net income and accumulated other comprehensive income (loss), which includes certain changes in equity that are excluded from net income. Specifically, it includes cumulative foreign currency translation and the unrealized gain (loss) from investments. Comprehensive income for the three months ended June 30, 2011 and 2010 was $6,281,000 and $2,498,000, respectively.

Accumulated other comprehensive income of $735,000 as of June 30, 2011 was comprised of $727,000 of foreign currency translation gains and $8,000 of unrealized gain on investments. Accumulated other comprehensive loss of $1,305,000 as of December 31, 2010 was comprised of $1,306,000 of foreign currency translation losses and $1,000 of unrealized gain on investments.

10. Segment Information

The Company operates in one industry online restaurant reservations and guest management solutions for restaurants. The Company has two reportable segments: North America and International, as defined by Topic 280 Segment Reporting. Reportable segments have been identified based on how management makes operating decisions, assesses performance and allocates resources. The Chief Executive Officer acts as the chief operating decision maker on behalf of both segments. The Company does not allocate assets discretely by reportable segments, and reviews asset information on a global basis, not by segment.

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Summarized financial information concerning the reportable segments is as follows:

	North America Segment(1)	International Segment	Total Consolidated
Three months ended June 30, 2011			
Revenues subscription	$ 11,090,000	$ 1,472,000	$ 12,562,000
Revenues reservations	15,560,000	2,736,000	18,296,000
Revenues installation and other	2,592,000	840,000	3,432,000
Income (loss) from operations	12,240,000	(2,718,000)	9,522,000
Interest income	16,000	2,000	18,000
Depreciation and amortization expense	1,741,000	1,209,000	2,950,000
Purchases of property, equipment and software	1,692,000	742,000	2,434,000
Three months ended June 30, 2010			
Revenues subscription	$ 9,450,000	$ 1,012,000	$ 10,462,000
Revenues reservations	10,468,000	263,000	10,731,000
Revenues installation and other	1,238,000	22,000	1,260,000
Income (loss) from operations	5,653,000	(1,469,000)	4,184,000
Interest income	72,000		72,000
Depreciation and amortization expense	1,495,000	135,000	1,630,000
Purchases of property, equipment and software	2,742,000	260,000	3,002,000
Six months ended June 30, 2011			
Revenues subscription	$ 21,711,000	$ 2,869,000	$ 24,580,000
Revenues reservations	30,536,000	5,367,000	35,903,000
Revenues installation and other	5,769,000	1,745,000	7,514,000
Income (loss) from operations	22,325,000	(6,289,000)	16,036,000
Interest income	32,000	2,000	34,000
Depreciation and amortization expense	3,436,000	2,345,000	5,781,000
Purchases of property, equipment and software	3,296,000	1,356,000	4,652,000
Six months ended June 30, 2010			
Revenues subscription	$ 18,541,000	$ 1,972,000	$ 20,513,000
Revenues reservations	20,266,000	502,000	20,768,000
Revenues installation and other	2,373,000	50,000	2,423,000
Income (loss) from operations	10,946,000	(2,996,000)	7,950,000
Interest income	137,000		137,000
Depreciation and amortization expense	2,898,000	273,000	3,171,000
Purchases of property, equipment and software	4,560,000	423,000	4,983,000

(1) A significant majority of the Company s Technology costs are incurred in the United States and as such are allocated to the North America segment. There are no internal revenue transactions between the Company s reporting segments.

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Geographical Information

The Company is domiciled in the United States and has international operations in Canada, Germany, Japan, Mexico and the United Kingdom. Information regarding the Company s operations by geographic area is presented below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues:				
United States	$ 27,430,000	$ 19,857,000	$ 54,521,000	$ 38,720,000
United Kingdom	4,149,000	762,000	8,272,000	1,509,000
International all others	2,711,000	1,834,000	5,204,000	3,475,000
Total revenues	$ 34,290,000	$ 22,453,000	$ 67,997,000	$ 43,704,000

	As of June 30, 2011	As of December 31, 2010
Long-lived assets(1):		
United States	$ 12,207,000	$ 12,034,000
United Kingdom	2,152,000	1,229,000
International all others	1,685,000	1,715,000
Total long-lived assets	$ 16,044,000	$ 14,978,000

(1) Includes all non-current assets except deferred tax assets, goodwill and intangible assets.

The Company had no customers that individually, or in the aggregate, exceeded 10% of revenues or accounts receivable as of and for any of the period presented above.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward Looking Statements

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our 2010 Annual Report.

This quarterly report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Forward-looking statements are often identified by the use of words such as, but not limited to, anticipate, believe, can, continue, could, estimate, expect, intend, may, will, plan, project, seek, should, target, would and similar expression identify forward-looking statements. These statements are based on the beliefs and assumptions of our management based on

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information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled Risk Factors included below and in our 2010 Annual Report. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Overview

We provide solutions that form an online network connecting reservation-taking restaurants and people who dine at those restaurants. Our solutions for restaurants include our proprietary Electronic Reservation Book, or ERB, and OpenTable Connect, or Connect. Our solutions for diners include www.opentable.com, our popular restaurant reservation website, as well as a variety of mobile applications. The OpenTable network includes more than 20,000 OpenTable restaurant customers spanning all 50 states as well as select markets outside of the United States. Since our inception in 1998, we have seated more than 200 million diners through OpenTable reservations, and during the three months ended June 30, 2011, we seated an average of nearly 8 million diners per month, including diners seated by toptable.com (toptable), which we acquired in October 2010. Restaurants that use our ERB pay us a one-time installation fee for onsite installation and training, a monthly subscription fee for the use of our software and hardware and a fee for each restaurant guest seated through online reservations. Restaurants that use Connect pay us a fee for each restaurant guest seated through online reservations. Our online restaurant reservation service is free to diners. For the three months ended June 30, 2011 and 2010, our net revenues were $34.3 million and $22.5 million, respectively. For the six months ended June 30, 2011 and 2010, our net revenues were $68.0 million and $43.7 million, respectively. For the three months ended June 30, 2011 and 2010, our subscription revenues accounted for 37% and 47% of our total revenues, respectively, and 36% and 47% of total revenues for the six months ended June 30, 2011 and 2010, respectively. For the three months ended June 30, 2011 and 2010, our reservation revenues accounted for 53% and 48% of our total revenues, respectively, and 53% and 48% of total revenues for the six months ended June 30, 2011 and 2010, respectively.

In 2004, we began to selectively expand outside of North America into countries that are characterized by large numbers of online consumer transactions and reservation-taking restaurants. To date, we have concentrated our international efforts in Germany, Japan and the United Kingdom. Our revenues outside of North America for the three and six months ended June 30, 2011 and 2010 represented 15% and 6% of our total revenues, respectively. On October 1, 2010, we acquired toptable, a leading restaurant reservation site in the United Kingdom, which contributed $2.9 million and $5.8 million to revenues, respectively, for the three and six months ended June 30, 2011. We intend to continue to incur substantial expenses in advance of recognizing material related revenues as we attempt to further penetrate our existing international markets and selectively enter new markets. Some international markets may fail to meet our expectations, and we may decide to realign our focus, as we did when we closed our offices in Spain and France in the fourth quarter of 2008.

Basis of Presentation

General

We report consolidated operations in U.S. dollars and operate in two geographic segments: North America and International. The North America segment is comprised of all of our operations in the United States, Canada and Mexico, and the International segment is comprised of all non-North America operations, which includes operations in Europe and Asia.

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Revenues

We generate substantially all of our revenues from our restaurant customers. Our revenues include installation fees for our ERB (including training), monthly subscription fees and a fee for each restaurant guest seated through online reservations. Installation fees are recognized on a straight-line basis over an estimated customer life of approximately four to six years. Subscription revenues are recognized on a straight-line basis during the contractual period over which the service is delivered to our restaurant customers. Revenues from online reservations are recognized on a transaction basis as the diners are seated by the restaurant. Revenues are shown net of redeemable Dining Points issued to diners. See Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates Dining Rewards Loyalty Program in our 2010 Annual Report.

Costs and Expenses

Operations and support. Our operations and support expenses consist primarily of payroll and related costs, including bonuses and stock-based compensation, for those employees associated with installation, support and maintenance for our restaurant customers, as well as costs related to our outsourced call center. Operations and support expenses also include restaurant equipment costs, such as depreciation on restaurant-related hardware, shipping costs related to restaurant equipment, restaurant equipment costs that do not meet the capitalization threshold, referral payments and website connectivity costs. Operations and support expenses also include amortization of capitalized website and internal use software development costs (see Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates Website and Software Development Costs in our 2010 Annual Report) and amortization of intangible assets. Also included in operations and support expenses are travel and related expenses incurred by the employees providing installation and support services for our restaurant customers, plus allocated facilities costs.

Sales and marketing. Our sales and marketing expenses consist primarily of salaries, benefits and incentive compensation for sales and marketing employees, including stock-based compensation. Also included are expenses for trade shows, public relations and other promotional and marketing activities, travel and entertainment expenses and allocated facilities costs.

Technology. Our technology expenses consist primarily of salaries and benefits, including bonuses and stock-based compensation, for employees and contractors engaged in the development and ongoing maintenance of our website, infrastructure and software, as well as allocated facilities costs.

General and administrative. Our general and administrative costs consist primarily of salaries and benefits, including stock-based compensation, for general and administrative employees and contractors involved in executive, finance, accounting, risk management, human resources and legal roles. In addition, general and administrative costs include consulting, legal, accounting and other professional fees. Bad debt, third party payment processor, credit card, bank processing fees and allocated facilities costs are also included in general and administrative expenses.

Headcount consists of full-time equivalent employees, including full-time equivalent temporary employees, in all of the sections noted below.

Other Income, Net

Other income, net consists primarily of the interest income earned on our cash, cash equivalents and short-term investments. Foreign exchange gains and losses are also included in other income, net.

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Income Taxes

We are subject to income tax in the United States as well as other tax jurisdictions in which we conduct business. Earnings from our non-U.S. activities are subject to local country income tax and may also be subject to current U.S. income tax.

During the three and six months ended June 30, 2011, we recorded income tax expense of $3.2 million and $5.6 million, respectively, which resulted in an effective tax rate of 34% and 35%, respectively. During the three and six months ended June 30, 2010, we recorded income tax expense of $1.7 million and $3.0 million, respectively, which resulted in an effective tax rate of 39% and 37%, respectively. The tax provision and the effective tax rate for the three and six months ended June 30, 2011 differed from those of the same period ended June 30, 2010, primarily due to benefits resulting from the recognition of current year federal and state research and development credits and the federal Domestic Manufacturing Deduction which were partially offset by the tax impact of certain stock-based compensation charges. Our effective tax rate for the three and six months ended June 30, 2011 is not necessarily indicative of the effective tax rate that may be expected for fiscal year 2011.

Factors that impact our income tax provision include, but are not limited to, the compensation expense related to non-deductible share-based payments, recognition of research and development tax benefits and the federal Domestic Manufacturing Deduction and discrete tax benefits arising from the disqualified disposition of certain stock-based compensation awards.

Critical Accounting Policies and Estimates

In presenting our financial statements in conformity with accounting principles generally accepted in the United States of America, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures.

Some of the estimates and assumptions we are required to make relate to matters that are inherently uncertain as they pertain to future events. We base these estimates and assumptions on historical experience or on various other factors that we believe to be reasonable and appropriate under the circumstances. On an ongoing basis, we reconsider and evaluate our estimates and assumptions. Our future estimates may change if the underlying assumptions change. Actual results may differ significantly from these estimates.

There have been no material changes to our critical accounting policies described in our 2010 Annual Report. For further information on our critical and other significant accounting policies, see our 2010 Annual Report.

We believe that the following critical accounting policies involve our more significant judgments, assumptions and estimates and, therefore, could have the greatest potential impact on our consolidated financial statements:

- Revenue Recognition;
- Dining Rewards Loyalty Program;
- Website and Software Development Costs;
- Income Taxes; and
- Stock-Based Compensation.

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Results of Operations

The following tables set forth our results of operations for the periods presented and as a percentage of our revenues for those periods. The period-to-period comparison of financial results is not necessarily indicative of future results.

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
	(In thousands, except per share amounts)			
REVENUES	$ 34,290	$ 22,453	$ 67,997	$ 43,704
COSTS AND EXPENSES:				
Operations and support (1)	9,686	6,324	19,158	12,326
Sales and marketing (1)	6,403	5,046	14,215	9,786
Technology (1)	3,531	3,020	7,578	5,740
General and administrative (1)	5,148	3,879	11,010	7,902
Total costs and expenses	24,768	18,269	51,961	35,754
Income from operations	9,522	4,184	16,036	7,950
Other income, net	24	73	45	142
Income before taxes	9,546	4,257	16,081	8,092
Income tax expense	3,221	1,673	5,571	2,984
NET INCOME	$ 6,325	$ 2,584	$ 10,510	$ 5,108
Net income per share:				
Basic	$ 0.27	$ 0.11	$ 0.45	$ 0.23
Diluted	$ 0.26	$ 0.11	$ 0.43	$ 0.21
Weighted average shares outstanding:				
Basic	23,558	22,502	23,446	22,352
Diluted	24,615	23,801	24,573	23,648
(1) Stock-based compensation included in above line items:				
Operations and support	$ 446	$ 232	$ 858	$ 419
Sales and marketing	493	471	1,003	865
Technology	437	360	888	643
General and administrative	460	737	2,091	1,407
	$ 1,836	$ 1,800	$ 4,840	$ 3,334
Other Operational Data:				
Installed restaurants (at period end):				
North America	15,560	12,250	15,560	12,250
International	7,067	1,878	7,067	1,878
Total	22,627	14,128	22,627	14,128
Seated diners (in thousands):				
North America	22,196	15,130	43,066	29,223
International	1,618	463	3,171	871
Total	23,814	15,593	46,237	30,094
Headcount (at period end):				
North America	378	293	378	293
International	162	73	162	73
Total	540	366	540	366
Additional Financial Data:				
Revenues:				
North America	$ 29,242	$ 21,156	$ 58,016	$ 41,180

International		5,048		1,297		9,981		2,524
Total	$	34,290	$	22,453	$	67,997	$	43,704
Income (loss) from operations:								
North America	$	12,240	$	5,653	$	22,325	$	10,946
International		(2,718)		(1,469)		(6,289)		(2,996)
Total	$	9,522	$	4,184	$	16,036	$	7,950
Depreciation and amortization:								
North America	$	1,741	$	1,495	$	3,436	$	2,898
International		1,209		135		2,345		273
Total	$	2,950	$	1,630	$	5,781	$	3,171
Stock-based compensation:								
North America	$	862	$	1,689	$	2,881	$	3,168
International		974		111		1,959		166
Total	$	1,836	$	1,800	$	4,840	$	3,334

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
	(as a percentage of revenue)			
REVENUES	100%	100%	100%	100%
COSTS AND EXPENSES:				
Operations and support	28	28	28	28
Sales and marketing	19	23	21	22
Technology	10	13	11	13
General and administrative	15	17	16	18
Total costs and expenses	72	81	76	81
Income from operations	28	19	24	19
Other income, net				
Income before taxes	28	19	24	19
Income tax expense	9	7	8	7
NET INCOME	19%	12%	16%	12%

Revenues

	Three Months Ended June 30,		Six Months Ended June 30,			
	2011	2010	2011	2010	Three Month % Change	Six Month % Change
	(Dollars in thousands)					
Revenues by Type:						
Subscription	$ 12,562	$ 10,462	$ 24,580	$ 20,513	20%	20%
Reservation	18,296	10,731	35,903	20,768	70%	73%
Installation and other	3,432	1,260	7,514	2,423	172%	210%
Total	$ 34,290	$ 22,453	$ 67,997	$ 43,704	53%	56%
Percentage of Revenues by Type:						
Subscription	37%	47%	36%	47%		
Reservation	53%	48%	53%	48%		
Installation and other	10%	6%	11%	6%		
Total	100%	100%	100%	100%		
Revenues by Location:						
North America	$ 29,242	$ 21,156	$ 58,016	$ 41,180	38%	41%
International	5,048	1,297	9,981	2,524	289%	295%
Total	$ 34,290	$ 22,453	$ 67,997	$ 43,704	53%	56%
Percentage of Revenues by Location:						
North America	85%	94%	85%	94%		
International	15%	6%	15%	6%		
Total	100%	100%	100%	100%		

Total revenues increased $11.8 million, or 53%, for the three months ended June 30, 2011 compared to the three months ended June 30, 2010 and $24.3 million, or 56%, for the six months ended June 30, 2011 compared to the six months ended June 30, 2010. Subscription revenues increased $2.1 million, or 20%, for the three months ended June 30, 2011 compared to the three months ended June 30, 2010 and $4.1 million, or 20%, for the six months ended June 30, 2011 compared to the six months ended June 30, 2010. Subscription revenues increased as a result of the increase in installed restaurants. Reservation revenues increased $7.6 million, or 70%, for the three months ended June 30, 2011 compared to the three months ended June 30, 2010 and $15.1 million, or 73%, for the six months ended June 30, 2011 compared to the six months ended June 30, 2010. Reservation revenues increased as a result of the increase in seated diners, plus the addition of $2.1 million and $4.2 million for the three and six months ended June 30, 2011, respectively, of reservation revenues resulting from the acquisition of toptable. Installation and other revenues increased $2.2 million, or 172%, for the three months ended June 30, 2011 compared to the three months ended June 30, 2010 primarily as a result of an increase in revenue from other product offerings, including advertising sales, web service licensing, featured private dining listings and third-party

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restaurant coupon sales, plus the addition of $0.8 million of other revenues resulting from the acquisition of toptable. Installation and other revenues increased $5.1 million, or 210%, for the six months ended June 30, 2011 compared to the six months ended June 30, 2010 primarily as a result of an increase in revenue from other product offerings, including advertising sales, web service licensing, featured private dining listings and third-party restaurant coupon sales, plus the addition of $1.7 million of other revenues resulting from the acquisition of toptable.

Costs and Expenses

Operations and Support

	Three Months Ended June 30,		Six Months Ended June 30,		Three Month % Change	Six Month % Change
	2011	2010	2011	2010		
	(Dollars in thousands)					
Operations and support	$ 9,686	$ 6,324	$ 19,158	$ 12,326	53%	55%
Headcount (at period end):						
North America	134	84	134	84	60%	60%
International	59	33	59	33	79%	79%
Total	193	117	193	117	65%	65%

Our operations and support expenses increased $3.4 million, or 53%, for the three months ended June 30, 2011 compared to the three months ended June 30, 2010, and $6.8 million, or 55%, for the six months ended June 30, 2011 compared to the six months ended June 30, 2010. The increase in operations and support expenses was primarily attributable to an increase of $1.4 million for the three months and $2.8 million for the six months, in headcount-related expenses, including stock-based compensation expense and a $0.3 million increase for the three months and $0.5 million for the six months in cost at our outsourced customer support center. Also contributing to the increase was a $0.9 million increase for the three months and $1.8 million for the six months in amortization of intangible assets, a $0.2 million increase for the three months and $0.3 million for the six months in depreciation of capitalized website and software development costs, plus an increase in restaurant equipment costs, including depreciation on restaurant hardware, and equipment and shipping costs in connection with the increase in the installed base.

Sales and Marketing

	Three Months Ended June 30,		Six Months Ended June 30,		Three Month % Change	Six Month % Change
	2011	2010	2011	2010		
	(Dollars in thousands)					
Sales and marketing	$ 6,403	$ 5,046	$ 14,215	$ 9,786	27%	45%
Headcount (at period end):						
North America	101	87	101	87	16%	16%
International	64	32	64	32	100%	100%
Total	165	119	165	119	39%	39%

Our sales and marketing expenses increased $1.4 million, or 27%, for the three months ended June 30, 2011 compared to the three months ended June 30, 2010, and $4.4 million, or 45%, for the six months ended June 30, 2011 compared to the six months ended June 30, 2010. The increase in sales and marketing expenses for both the three and six month periods was primarily attributable to increases in headcount-related costs, including stock-based compensation expense, plus the addition of $0.3 million for the three months and $0.8 million for the six months of pay-per-click marketing expenses incurred by toptable.

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Technology

	Three Months Ended June 30,		Six Months Ended June 30,		Three Month % Change	Six Month % Change
	2011	2010	2011	2010		
	(Dollars in thousands)					
Technology	$ 3,531	$ 3,020	$ 7,578	$ 5,740	17%	32%
Headcount (at period end):						
North America	90	77	90	77	17%	17%
International	16	0	16	0	100%	100%
Total	106	77	106	77	38%	38%

Our technology expenses increased $0.5 million, or 17%, for the three months ended June 30, 2011 compared to the three months ended June 30, 2010, and $1.8 million, or 32%, for the six months ended June 30, 2011 compared to the six months ended June 30, 2010. The increase in technology expenses for both the three and six month periods was primarily attributable to increases in headcount-related costs, including stock-based compensation expense.

General and Administrative

	Three Months Ended June 30,		Six Months Ended June 30,		Three Month % Change	Six Month % Change
	2011	2010	2011	2010		
	(Dollars in thousands)					
General and administrative	$ 5,148	$ 3,879	$ 11,010	$ 7,902	33%	39%
Headcount (at period end):						
North America	53	45	53	45	18%	18%
International	23	8	23	8	188%	188%
Total	76	53	76	53	43%	43%

Our general and administrative expenses increased $1.3 million, or 33%, for the three months ended June 30, 2011 compared to the three months ended June 30, 2010, and $3.1 million, or 39%, for the six months ended June 30, 2011 compared to the six months ended June 30, 2010. The increase in general and administrative expenses was primarily attributable to an increase of $0.5 million for the three months and $1.8 million for the six months in headcount-related costs, including stock-based compensation expense, an increase of $0.2 million for the three months and $0.4 million for the six months in credit card processing fees, an increase of $0.2 million for the three months and $0.3 million for the six months in legal fees, plus a one-time legal settlement expensed in the second quarter of 2011. These increases were partially offset by a reduction of $0.7 million for the three months and $1.1 million for the six months in the contingent liability related to potential performance-based cash payments to the founder of Table Maestro, LLC.

Other Income, Net

	Three Months Ended June 30,		Six Months Ended June 30,		Three Month % Change	Six Month % Change
	2011	2010	2011	2010		
	(Dollars in thousands)					
Other income, net	$ 24	$ 73	$ 45	$ 142	-67%	-68%

Other income, net remained relatively consistent for the three and six months ended June 30, 2011 compared to the three and six months ended June 30, 2010 and consisted primarily of interest income earned on cash, cash equivalents and short-term investments.

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Income Taxes

	Three Months Ended June 30,		Six Months Ended June 30,		Three Month % Change	Six Month % Change
	2011	2010	2011	2010		
	(Dollars in thousands)					
Income tax expense	$ 3,221	$ 1,673	$ 5,571	$ 2,984	93%	87%

Income tax expense increased $1.5 million, or 93%, for the three months ended June 30, 2011 compared to the three months ended June 30, 2010, and increased $2.6 million, or 87%, for the six months ended June 30, 2011 compared to the six months ended June 30, 2010. The increase in income tax expense reflects the increase in income before taxes. Our effective tax rate decreased in 2011 as compared to 2010 due to recognition of certain federal and state tax benefits arising during the first half of 2011 as compared to the first half of 2010.

Liquidity and Capital Resources

	Six Months Ended June 30,	
	2011	2010
	(in thousands)	
Condensed Consolidated Statements of Cash Flows Data:		
Purchases of property, equipment and software	4,652	4,983
Depreciation and amortization		
North America	3,436	2,898
International	2,345	273
Total depreciation and amortization	5,781	3,171
Cash provided by operating activities	25,371	12,871
Cash used in investing activities	(14,444)	(6,734)
Cash provided by financing activities	5,729	3,587

As of June 30, 2011, we had cash and cash equivalents of $50.2 million and short-term investments of $18.9 million. Cash and cash equivalents consist of cash and money market accounts. Short-term investments consist of U.S. government agency securities and certificates of deposit. To date we have experienced no loss or lack of access to our invested cash or cash equivalents; however, we can provide no assurances that access to our invested cash, cash equivalents and short-term investments will not be impacted by adverse conditions in the financial markets.

Amounts deposited with third party financial institutions exceed the Federal Deposit Insurance Corporation and Securities Investor Protection Corporation, or SIPC, insurance limits, as applicable. These cash, cash equivalents and short-term investment balances could be impacted if the underlying financial institutions fail or are subjected to other adverse conditions in the financial markets. To date we have experienced no loss or lack of access to our cash, cash equivalents or short-term investments.

We have a $5.0 million line of credit to fund working capital under which we had no amounts drawn down as of June 30, 2011. This line of credit expires in July 2012.

Since 2005, we have been able to finance our operations, including international expansion, through cash from operating activities and proceeds from stock sales, including our initial public offering in 2009 and the ongoing exercise of employee stock options. We had cash and cash equivalents of $50.2 million at June 30, 2011 and we believe we will have sufficient cash to support our operating activities for at least the next twelve months.

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Operating Activities

For the six months ended June 30, 2011, operating activities provided $25.4 million in cash, primarily as a result of net income of $10.5 million, $4.8 million in stock-based compensation, $5.8 million in depreciation and amortization, and a $2.7 million increase in dining rewards payable.

For the six months ended June 30, 2010, operating activities provided $12.9 million in cash, as a result of net income of $5.1 million, plus $3.2 million in depreciation and amortization, $3.3 million in stock-based compensation and a $3.0 million increase in accrued expenses and compensation.

Investing Activities

Our primary investing activities have consisted of purchases and maturities of short-term investments and purchases of property, equipment and software and the investment in business acquisitions. We expect to have ongoing capital expenditure requirements to support our growing restaurant installed base and other infrastructure needs. We expect to fund this investment with our existing cash, cash equivalents and short-term investments.

In addition to purchases of property, equipment and software, we purchased $10.0 million (net of sales) of short-term investments in the six months ended June 30, 2011 and purchased $1.8 million (net of sales) of short-term investments in the six months ended June 30, 2010.

Financing Activities

Our primary financing activities consist of proceeds from the issuance of common stock pursuant to equity awards and the excess tax benefit related to stock-based compensation plus the repayment of cash overdrafts during the six months ended June 30, 2010.

Off Balance Sheet Arrangements

As of June 30, 2011, we did not have any off balance sheet arrangements.

Contractual Obligations

As of June 30, 2011, there were no significant changes to our contractual obligations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks in the ordinary course of our business. These risks include primarily interest rate and foreign exchange risks.

Interest Rate Fluctuation Risk

We do not have any long-term borrowings.

Our investments include cash, cash equivalents and short-term investments. Cash and cash equivalents consist of cash and money market accounts. Short-term investments consist of U.S. government agency securities and certificates of deposit. The primary objective of our investment activities is to preserve principal while maximizing income without significantly increasing risk. We do not enter into investments for trading or speculative purposes. Our investments are exposed to market risk due to a fluctuation in interest rates, which may affect our interest income and the fair market value of our investments. Due to the short-term nature of our investment portfolio, we do not believe an immediate 10%

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increase in interest rates would have a material effect on the fair market value of our portfolio, and therefore we do not expect our operating results or cash flows to be materially affected to any degree by a sudden change in market interest rates.

Foreign Currency Exchange Risk

We have foreign currency risks related to our revenues and operating expenses denominated in currencies other than the U.S. dollar, principally the British pound sterling, the euro, the Japanese yen, the Canadian dollar and the Mexican peso. We do not believe movements in the foreign currencies in which we transact will significantly affect future net earnings. Foreign currency risk can be quantified by estimating the change in cash flows resulting from a hypothetical 10% adverse change in foreign exchange rates. We believe such a change would not have a material impact on our results of operations.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer, who is also our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2011. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of June 30, 2011, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the

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control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On May 12, 2009, a patent infringement lawsuit was filed against us by Mount Hamilton in the United States District Court for the Northern District of California, seeking, among other things, a judgment that we have infringed a certain patent held by Mount Hamilton, an injunctive order against the alleged infringing activities and an award for damages. We denied Mount Hamilton s allegations and asserted counterclaims seeking judicial declarations that the Mount Hamilton patent is not infringed, is unenforceable and is invalid. We subsequently entered into a settlement agreement with Mount Hamilton which is reflected in our financial statements as of June 30, 2011, and the claims between the parties were dismissed with prejudice on July 7, 2011.

We are also subject to various other legal proceedings and claims arising in the ordinary course of business. Although occasional adverse decisions or settlements may occur, management believes that there is no litigation pending that could, individually or in the aggregate, have a material adverse effect on our business, financial position, results of operations or cash flows.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this Quarterly Report, you should carefully consider the risk factors previously disclosed in Part 1, Item 1A of our 2010 Annual Report. The risks described in our 2010 Annual Report are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Our directors, executive officers and principal stockholders have substantial control over us and could delay or prevent a change in corporate control.

As of June 30, 2011, our directors and executive officers, together with their affiliates, beneficially owned approximately 6% of our outstanding common stock. In addition, as of June 30, 2011, approximately 19% of our outstanding common stock was held by other holders of more than

5% of our common stock and their affiliates.

These stockholders, acting together, have the ability to control, or have significant influence over, the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation or sale of all or substantially all of our assets. In addition, these stockholders, acting together, have the ability to control, or have significant influence over, the management and affairs of our company. Accordingly, this concentration of ownership might harm the market price of our common stock by:

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- delaying, deferring or preventing a change in corporate control;

- impeding a merger, consolidation, takeover or other business combination involving us; or

- discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

None.

Use of Proceeds

On May 21, 2009, our registration statement on Form S-1 (File No. 333-157034) was declared effective for our initial public offering.

The net offering proceeds have been invested into short-term investment-grade securities and money market accounts.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. [REMOVED AND RESERVED]

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibits

3.1 (1)	Amended and Restated Certificate of Incorporation of OpenTable, Inc.
3.2 (2)	Amended and Restated Bylaws of OpenTable, Inc.
10.1 (3)	Amended and Restated Offer Letter Agreement, dated May 2, 2011, by and between OpenTable, Inc. and Matthew Roberts.
10.2 (4)	Amended and Restated Offer Letter Agreement, dated May 2, 2011, by and between OpenTable, Inc. and Jeffrey Jordan.
31.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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101.INS (5)	XBRL Instance Document.
101.SCH (5)	XBRL Taxonomy Extension Schema Document.
101.CAL (5)	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF (5)	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB (5)	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE (5)	XBRL Taxonomy Extension Presentation Linkbase Document.

(1) Filed as Exhibit 3.3 to Amendment No. 4 to the Company s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on May 6, 2009, (File No. 333-157034), and incorporated herein by reference.

(2) Filed as Exhibit 3.5 to Amendment No. 4 to the Company s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on May 6, 2009, (File No. 333-157034), and incorporated herein by reference.

(3) Filed as Exhibit 99.2 to the Company s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 3, 2011, and incorporated herein by reference.

(4) Filed as Exhibit 99.4 to the Company s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 3, 2011, and incorporated herein by reference

(5) Pursuant to Rule 406T of SEC Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, and are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

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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 thereunto duly authorized.

OPENTABLE, INC.

/s/ MATTHEW ROBERTS
Matthew Roberts
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer, Principal Financial Officer and Duly Authorized Signatory)

Date: August 4, 2011

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