

YELP INC  
Form 4  
February 19, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
FENTON PETER H

(Last) (First) (Middle)  
2965 WOODSIDE ROAD  
(Street)

WOODSIDE, CA 94062

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/18/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/18/2014		C <sup>(7)</sup>	764,644 A	\$ 0 764,644	I	See footnote (1)
Class A Common Stock	02/18/2014		J <sup>(6)</sup>	764,644 D	\$ 0 0	I	See footnote (1)
Class A Common Stock	02/18/2014		C <sup>(7)</sup>	93,697 A	\$ 0 93,697	I	See footnote (2)
Class A Common Stock	02/18/2014		J <sup>(6)</sup>	93,697 D	\$ 0 0	I	See footnote (2)

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Class A Common Stock	02/18/2014		<u>C(7)</u>	17,939	A	\$ 0	17,939	I	See footnote (3)
Class A Common Stock	02/18/2014		<u>J(6)</u>	17,939	D	\$ 0	0	I	See footnote (3)
Class A Common Stock	02/18/2014		<u>C(7)</u>	14,117	A	\$ 0	14,117	I	See footnote (4)
Class A Common Stock	02/18/2014		<u>J(6)</u>	14,117	D	\$ 0	0	I	See footnote (4)
Class A Common Stock	02/18/2014		<u>J(6)</u>	38,370	A	\$ 0	140,748	I	See footnote (10)
Class A Common Stock	02/18/2014		<u>J(6)</u>	4,012	A	\$ 0	4,012	I	See footnote (11)
Class A Common Stock	02/19/2014		S	2,000	D	\$ 91.33	2,012	I	See footnote (11)
Class A Common Stock	02/19/2014		S	2,012	D	\$ 92.66 (12)	0	I	See footnote (11)
Class A Common Stock	02/18/2014		<u>C(7)</u>	1,000,000	A	\$ 0	1,000,000	I	See footnote (5)
Class A Common Stock	02/18/2014		<u>J(6)</u>	1,000,000	D	\$ 0	0	I	See footnote (5)

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

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(9-02)

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

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 Securities (Instr. 3 and 4)
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- (6) Represents a pro-rata, in-kind distribution by the Benchmark V Funds, without additional consideration, to their respective partners, members and assignees.
- (7) Upon the pro-rata distribution by the Benchmark V Funds being reported hereunder, each share of Class B Common Stock distributed was automatically converted into one share of Class A Common Stock.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. All Class A Common Stock and Class B Common Stock will convert automatically into
- (8) Common Stock on the earlier of (i) the date on which the number of outstanding shares of Class B Common Stock represent less than 10% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock and (ii) seven years following the effective date of the Issuer's initial public offering.
- In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock (i) upon such
- (9) date as is specified by the affirmative vote or written consent of the holders of at least 66 2/3% of the outstanding shares of Class B Common Stock, (ii) upon any transfer, whether or not for value (subject to certain exceptions), or (iii) in the event of the death or disability (as defined in the amended and restated certificate of incorporation of the Issuer) of the Reporting Person.
- (10) Shares are owned directly by Peter H. Fenton's family trust.
- (11) Shares are owned directly by Benchmark Capital Holdings Co., L.L.C., which serves as the Benchmark V Funds' management company and is under common control with BCMC V.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.6 to \$92.75, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 12 to this Form 4.

**Remarks:**

Peter H. Fenton is a managing member of BCMC V, which serves as the general partner of the Benchmark V Funds. The Rep

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