

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 *
Stoppelman Jeremy

(Last) (First) (Middle)

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

(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)

Chief Executive Officer

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)
Common Stock	09/22/2016		A ⁽¹⁾	3,986,310	A \$ 0 3,986,310	I ⁽²⁾	See Footnote (2)
Common Stock	09/23/2016		S ⁽³⁾	263,000	D \$ 40 3,723,310	I ⁽²⁾	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)

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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 Underlying (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Class B Common Stock	\$ 0 ⁽¹⁾	09/22/2016		C ⁽¹⁾	3,986,310	⁽¹⁾	⁽¹⁾	Common Stock
Employee Stock Option (Right to Buy)	\$ 7.16	09/22/2016		J ⁽⁴⁾	1,601,039	⁽⁵⁾	01/05/2021	Class B Common Stock
Employee Stock Option (Right to Buy)	\$ 7.16	09/22/2016		J ⁽⁴⁾	1,601,039	⁽⁵⁾	01/05/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J ⁽⁴⁾	575,000	⁽⁶⁾	02/05/2023	Class A Common Stock
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J ⁽⁴⁾	575,000	⁽⁶⁾	02/05/2023	Common Stock
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J ⁽⁴⁾	90,000	⁽⁵⁾	02/05/2023	Class A Common Stock
Employee Stock Option (Right to Buy)	\$ 21.18	09/22/2016		J ⁽⁴⁾	90,000	⁽⁵⁾	02/05/2023	Common Stock
Employee Stock Option (Right to Buy)	\$ 53.83	09/22/2016		J ⁽⁴⁾	32,600	⁽⁷⁾	01/08/2025	Class A Common Stock

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- (7) The shares underlying the stock option vest in equal monthly installments over 24 months following the Grant Date of January 8, 2015.
- (8) The shares underlying the stock option vest in equal monthly installments over 24 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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