

BATTLE A GEORGE
Form 4
May 27, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BATTLE A GEORGE

(Last) (First) (Middle)

**C/O OPENTABLE, INC., 799
MARKET STREET, FOURTH
FLOOR**

(Street)

SAN FRANCISCO, CA 94103-2048

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2009

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 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)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$0.0001 par value	05/27/2009		P		10,000 (1) A \$ 20 60,270 (2)	D	
Common Stock, \$0.0001 par value	05/27/2009		P		15,000 (3) A \$ 20 15,000	I	By Foundation
Common Stock, \$0.0001	05/27/2009		P		5,000 (4) A \$ 20 5,000	I	By Son

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par value

Common

Stock, \$0.0001	05/27/2009	P	<u>5,000</u> (5)	A	\$ 20	5,000	I	By Daughter
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par value

Common

Stock, \$0.0001	05/27/2009	P	<u>2,500</u> (6)	A	\$ 20	2,500	I	By Stepdaughter
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par value

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

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SEC 1474
(9-02)

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

1. Title of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director	10% Owner	Officer	Other
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BATTLE A GEORGE
C/O OPENTABLE, INC.
799 MARKET STREET, FOURTH FLOOR
SAN FRANCISCO, CA 94103-2048

X

Signatures

/s/ A. George	05/27/2009
Battle	

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) Mr. Battle purchased an additional 10,000 shares of Issuer's Common Stock in connection with the initial public offering at the offering price of \$20.00 per share.
- (2) A portion of these shares is subject to a right of repurchase held by the Issuer.

Mr. Battle purchased an additional 15,000 shares of Issuer's Common Stock on behalf of the Battle Family Foundation in connection with the initial public offering at the offering price of \$20.00 per share. Mr. Battle disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (3) Mr. Battle purchased an additional 5,000 shares of Issuer's Common Stock on behalf of his son in connection with the initial public offering at the offering price of \$20.00 per share. Mr. Battle disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (4) Mr. Battle purchased an additional 5,000 shares of Issuer's Common Stock on behalf of his daughter in connection with the initial public offering at the offering price of \$20.00 per share. Mr. Battle disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (5) Mr. Battle purchased an additional 2,500 shares of Issuer's Common Stock on behalf of his stepdaughter in connection with the initial public offering at the offering price of \$20.00 per share. Mr. Battle disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (6)

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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