

OPENTABLE INC
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 *
BALKANSKI ALEXANDRE

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE
200

(Street)

MENLO PARK, CA 94025

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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)
Common Stock, \$0.0001 par value	05/27/2009		C	3,007,951 A <u>1</u>	4,707,537	I	See Footnote (2)
Common Stock, \$0.0001 par value	05/27/2009		C	2,968,629 A <u>1</u>	4,646,559	I	See Footnote (3)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	05/27/2009		C		3,007,951		<u>(1)</u>	<u>(4)</u>	Common Stock	3,007,951
Series A Preferred Stock	<u>(1)</u>	05/27/2009		C		2,968,629		<u>(1)</u>	<u>(4)</u>	Common Stock	2,968,629

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALKANSKI ALEXANDRE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
SPURLOCK STEVEN M 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		

Signatures

/s/ Steven M. Spurlock, by power of attorney for Alexandre
Balkanski

05/27/2009

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock

05/27/2009

__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) Each one share of Series A Preferred Stock automatically converted into one share of Common Stock immediately prior to the completion of the Issuer's initial public offering.

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- (2) Alexandre Balkanski, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 4,639,783 shares of common stock which may be deemed beneficially held by BCMC IV. In addition, Mr. Balkanski may be deemed to share voting and dispositive power over 67,754 shares of common stock held by his family trust.
- (3) Steven M. Spurlock, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 4,639,783 shares of common stock which may be deemed beneficially held by BCMC IV. In addition, Mr. Spurlock may be deemed to share voting and dispositive power over 6,776 shares of common stock held by his family trust.
- (4) The expiration date is not relevant to the conversion of these securities.

Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Andrew S. Rachleff and Steven M. Spurlock

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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