

YELP INC
Form 4
January 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KROLIK ROBERT J

(Last) (First) (Middle)

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

(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)
01/15/2015

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 Financial 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	01/15/2015		C ⁽¹⁾	10,000 A	\$ 0	10,000	D
Class A Common Stock	01/15/2015		M	5,000 A	\$ 0	15,000	D
Class A Common Stock	01/15/2015		S ⁽²⁾	10,600 D	\$ 51.7535	4,400	D
Class A Common	01/15/2015		S ⁽²⁾	4,400 D	\$ 52.8214	0	D

Stock (4)

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 displays a currently valid OMB control number. 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.08	01/15/2015		M	5,000	<u>(5)</u> 07/26/2021	Class B Common Stock	5,000
Class B Common Stock	<u>(6) (7)</u>	01/15/2015		M	5,000	<u>(6)(7)</u> <u>(8)</u>	Class A Common Stock	5,000
Class B Common Stock	<u>(6) (7)</u>	01/15/2015		C	10,000	<u>(6)(7)</u> <u>(8)</u>	Class A Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 21.18	01/15/2015		M	5,000	<u>(9)</u> 02/05/2023	Class A Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KROLIK ROBERT J
C/O YELP INC.
140 NEW MONTGOMERY ST., 9TH FLOOR
SAN FRANCISCO, CA 94105

Chief Financial Officer

Signatures

/s/Donna Hammer,
Attorney-in-fact

01/20/2015

__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 share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

(2) Shares were sold pursuant to a duly adopted 10b5-1 trading plan.

(3) The sales price reported is the weighted average sale price for the number of shares sold. These shares were sold in multiple transactions at prices ranging from \$51.30 to \$52.23, inclusive. Full information regarding the number of shares sold at each separate price will be supplied upon request by Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer.

(4) The sales price reported is the weighted average sale price for the number of shares sold. These shares were sold in multiple transactions at prices ranging from \$52.31 to \$53.25, inclusive. Full information regarding the number of shares sold at each separate price will be supplied upon request by Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer.

(5) The shares underlying the stock option vest in installments as follows: (a) 25% of the shares vested on 7/27/2012 then (b) the remaining shares vest in equal monthly installments over the following 36 months.

(6) 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 Common Stock on the earlier of (i) the date on which the number of outstanding shares of Class B Common Stock represents 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.

(7) In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock (i) upon any transfer, whether or not for value (subject to certain exceptions), or (ii) 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, or (iii) upon such 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.

(8) Not applicable.

(9) The shares underlying the stock option vest in monthly installments as follows: (a) 10% of the shares vest in equal monthly installments over the 12 month period following July 27, 2013 (the vesting commencement date); then (b) 20% of the shares vest in equal monthly installments over the following 12 month period; then (c) 30% of the shares vest in equal monthly installments over the following 12 month period; and then (d) 40% of the shares vest in equal monthly installments over the following 12 month period, such that all of the shares subject to the stock option will be vested as of the fourth anniversary of the vesting commencement date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.