

OPENTABLE INC
Form 8-K
June 06, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 5, 2013**

OPENTABLE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-34357
(Commission File Number)

94-3374049
(IRS Employer

Identification No.)

**1 Montgomery Street, 7th Floor, San Francisco,
California**

94104

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(415) 344-4200**

Not Applicable

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) On June 5, 2013, the Company held its Annual Meeting.

(b) At the Annual Meeting, stockholders voted on the following three proposals, each of which is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 19, 2013 (the "Proxy Statement").

Proposal 1. The election of the two nominees listed below to serve until the 2016 annual meeting of stockholders or until their successors are elected.

| | For | Withheld | Broker Non-Votes |
|------------------|------------|----------|------------------|
| Thomas H. Layton | 19,043,450 | 596,836 | 2,047,862 |
| Matthew Roberts | 19,506,095 | 134,191 | 2,047,862 |

Proposal 2. The ratification of the selection, by the Audit Committee of the Board of Directors, of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2013.

| For | Against | Abstain |
|------------|---------|---------|
| 21,625,140 | 56,402 | 6,606 |

Proposal 3. The approval, on an advisory basis, of the compensation of the Company's named executive officers, as disclosed in the Proxy Statement.

| For | Against | Abstain | Broker Non-Votes |
|-----------|------------|---------|------------------|
| 9,292,170 | 10,050,673 | 297,443 | 2,047,862 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 6, 2013

OPENTABLE, INC.

By:

/s/ I. Duncan Robertson
I. Duncan Robertson
Chief Financial Officer