Meyer Daniel Harris Form 3 May 20, 2009

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

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 * 2. Date of Event

A Meyer Daniel Harris

(Last) (First) (Middle)

Requiring Statement

(Month/Day/Year) 05/20/2009

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

(Check all applicable)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

_ Director Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

SAN FRANCISCO, Â CA Â 94103-2048

(State) (City)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

Direct (D) or Indirect

(Instr. 5)

(Instr. 5)

SEC 1473 (7-02)

Common Stock, \$0.0001 par value 40,000

Common Stock, \$0.0001 par value 51,761

(Zip)

Â D

Ι By General Partnership (1)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	(2)	(3)	Common Stock	70,016 (4)	\$ 0	I	By General Partnership (1)
Stock Option (right to buy)	(5)	03/26/2018	Common Stock	32,000	\$ 7.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Meyer Daniel Harris						
C/O OPENTABLE, INC.	â v	Â	â	â		
799 MARKET STREET, FOURTH FLOOR	АЛ	А	А	A		
SAN FRANCISCO, CA 94103-2048						

Signatures

/s/ Daniel Harris
Meyer

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- These shares are held by Hospitality Investments, G.P. The Daniel Meyer Revocable Trust (the "Trust") is the managing general partner of Hospitality Investments, G.P. The Reporting Person is a trustee of the Trust and may be deemed to have shared voting and investment power over the shares held by Hospitality Investments, G.P. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) The securities are immediately convertible.
- (3) The expiration date is not relevant to the conversion of these securities.
- (4) Each share of preferred stock will automatically convert on a 1-for-1 basis into common stock upon the closing of the Issuer's initial public offering.
- 100% of the shares subject to the option are immediately exercisable. However, all unvested shares of common stock underlying the option are subject to a right of repurchase held by the Issuer, which right of repurchase will lapse as the shares vest pursuant to the following schedule: 1/48th of the shares subject to the option vest on each monthly anniversary of the vesting commencement date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.

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.

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