

YELP INC  
Form 4  
August 07, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Levine Jeremy S.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
YELP INC [YELP]

3. Date of Earliest Transaction (Month/Day/Year)  
08/05/2013

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 (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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/05/2013		C <sup>(1)</sup>		0 <sup>(2)</sup>	A	\$ 0 <sup>(1)</sup>	0 <sup>(2)</sup>	I	See Footnotes (3) (4)
Class A Common Stock	08/05/2013		S		0 <sup>(2)</sup>	D	\$ 0 <sup>(2)</sup>	882,656	D	(3) (4)
Class A Common Stock	08/05/2013		S		125,000 <sup>(5)</sup>	D	\$ 54.0752 <sup>(6)</sup>	757,656	D	(7)
Class A Common Stock	08/06/2013		C <sup>(1)</sup>		0 <sup>(8)</sup>	A	\$ 0 <sup>(1)</sup>	0 <sup>(8)</sup>	I	See

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Common Stock								Footnotes (4) (9)
Class A Common Stock	08/06/2013	S	0 <u>(8)</u>	D	\$ 0 <u>(8)</u>	757,656	D	(4) (9)
Class A Common Stock	08/06/2013	S	153,000 <u>(10)</u>	D	\$ 52.1869 <u>(11)</u>	604,656	D	(12)
Class A Common Stock	08/07/2013	C <u>(1)</u>	0 <u>(13)</u>	A	\$ 0 <u>(1)</u>	0 <u>(13)</u>	I	See Footnotes (4) (14)
Class A Common Stock	08/07/2013	S	0 <u>(13)</u>	D	\$ 0 <u>(13)</u>	604,656	D	(4) (14)
Class A Common Stock	08/07/2013	S	115,000 <u>(15)</u>	D	\$ 51.3231 <u>(16)</u>	489,656	D	(17)

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

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	08/05/2013		C	0 <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	0 <u>(2)</u>
Class B Common Stock	<u>(1)</u>	08/06/2013		C	0 <u>(8)</u>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	0 <u>(8)</u>



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- (10) Represents 153,000 shares sold by Mr. Levine on August 6, 2013 (the "August 6 Levine Sales")
- The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$51.80719 to \$52.61967. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (11)
- (12) After the August 6 Levine Sales, Mr. Levine held 604,656 shares.
- (13) On August 7, 2013, BVP VI sold 644,843 shares, BVP Co-Investment sold 227,820 shares and BVP Institutional sold 15,537 shares at the weighted average sale price of \$51.77530 (the "August 7 Fund Sales").
- (14) After the August 7 Fund Sales, BVP VI owned 3,364,044 shares, BVP Co-Investment owned 1,188,499 shares, and BVP Institutional owned 81,058 shares of Class B Common Stock.
- (15) Represents 115,000 shares sold by Mr. Levine on August 7, 2013 (the "August 7 Levine Sales")
- The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$50.75 to \$52.77. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (16)
- (17) After the August 7 Levine Sales, Mr. Levine held 489,656 shares.

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