

YELP INC  
Form S-8  
March 26, 2013

As filed with the Securities and Exchange Commission on March 26, 2013

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**YELP INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of Incorporation or organization)

**20-1854266**  
(I.R.S. Employer  
Identification No.)

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706 Mission Street

San Francisco, California 94103

(415) 908-3801

(Address of principal executive offices) (Zip code)

2012 Equity Incentive Plan

2012 Employee Stock Purchase Plan

(Full title of the plan)

Rob Krolik

Chief Financial Officer

Yelp Inc.

706 Mission Street

San Francisco, California 94103

(415) 908-3801

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

*Copies to:*

Kenneth L. Guernsey

David G. Peinsipp

Cooley LLP

101 California Street, 5<sup>th</sup> Floor

San Francisco, California 94111

(415) 693-2000

Laurence Wilson

General Counsel

Yelp Inc.

706 Mission Street

San Francisco, California 94103

(415) 908-3801

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering	Proposed Maximum Aggregate	Amount of Registration Fee
		Price per Share	Offering Price	
Class A Common Stock, par value \$0.000001 per share				
2012 Equity Incentive Plan	2,540,210(2)	\$23.82(3)	\$60,507,802.20(3)	\$8,253.26
2012 Employee Stock Purchase Plan	1,270,105(4)	\$20.25(5)	\$25,719,626.25(5)	\$3,508.16
<b>Total</b>	<b>3,810,315</b>		<b>\$86,227,428.45</b>	<b>\$11,761.42</b>

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of Registrant's Class A Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Class A Common Stock.
- (2) Represents shares of Class A Common Stock that were automatically added to the shares reserved for issuance under the Registrant's 2012 Equity Incentive Plan (the 2012 Plan) on January 1, 2013 pursuant to an evergreen provision contained in the 2012 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2012 Plan will automatically increase on January 1st of each year, starting on January 1, 2013 and continuing through January 1, 2022, by the lesser of (i) 4% of the total number of shares of the Registrant's capital stock outstanding on December 31<sup>st</sup> of the immediately preceding calendar year, and (ii) a number determined by the Registrant's board of directors.
- (3) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$23.82 per share, the average of the high and low prices of the Registrant's Class A Common Stock on March 22, 2013 as reported on the New York Stock Exchange.
- (4) Represents shares of Class A Common Stock that were automatically added to the shares reserved for issuance under the Registrant's 2012 Employee Stock Purchase Plan (the 2012 ESPP) on January 1, 2013 pursuant to an evergreen provision contained in the 2012 ESPP. Pursuant to such provision, the number of shares reserved for issuance under the 2012 ESPP will automatically increase on January 1st of each year, starting on January 1, 2013 and continuing through January 1, 2022, by the lowest of (i) 2% of the total number of shares of the Registrant's capital stock outstanding on December 31<sup>st</sup> of the preceding calendar year, (ii) 5,000,000 shares of Class A Common Stock, or (iii) a number determined by the Registrant's board of directors.
- (5) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of 85% of \$23.82 per share, the average of the high and low prices of the Registrant's Class A Common Stock on March 22, 2013 as reported on the New York Stock Exchange. Under the terms of the 2012 ESPP, which plan is incorporated by reference herein, the purchase price of the shares of Class A Common Stock issuable thereunder will be 85% of the lower of the fair market value of the Class A Common Stock on the first trading day of the offering period or on the last day of the offering period.



**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering (i) an additional 2,540,210 shares of Class A Common Stock of Yelp Inc. (the Registrant) issuable pursuant to the Yelp Inc. 2012 Equity Incentive Plan (the 2012 Plan) and (ii) an additional 1,270,105 shares of Class A Common Stock of the Registrant issuable pursuant to the Yelp Inc. 2012 Employee Stock Purchase Plan (the 2012 ESPP). These additional shares of Class A Common Stock are securities of the same class as other securities for which an original registration statement on Form S-8 (File No. 333-180221) was filed with the Securities and Exchange Commission on March 19, 2012. These additional shares of Class A Common Stock have become reserved for issuance as a result of the operation of the evergreen provision of each of the 2012 Plan and the 2012 ESPP, which provides that the total number of shares subject to such plan will be increased on the first day of each fiscal year pursuant to a specified formula.

**PART II**

**ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The following documents filed by the Registrant with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

- (a) The contents of the earlier registration statement on Form S-8 relating to the 2012 Plan and the 2012 ESPP, previously filed with the Securities and Exchange Commission on March 19, 2012 (File No. 333-180221);
- (b) The description of the Registrant's Class A Common Stock contained in a registration statement on Form 8-A filed with the Securities and Exchange Commission on February 27, 2012 (File No. 001-35444) under the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description;
- (c) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which includes audited financial statements for the Registrant's latest fiscal year, filed with the Securities and Exchange Commission on February 27, 2013; and
- (d) The Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 8, 2013.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except as to any portion of any future annual, quarterly or current report of the Registrant or document that is not deemed filed under such provisions. Unless expressly incorporated into this Registration Statement, a report (or portion thereof) furnished on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 8. EXHIBITS**

<b>Exhibit</b>		<b>Incorporated by Reference</b>				<b>Filed Herewith</b>
<b>Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>	
3.1	Amended and Restated Certificate of Incorporation of Yelp Inc.	8-K	001-35444	3.1	3/9/2012	
3.2	Amended and Restated Bylaws of Yelp Inc.	S-1/A	333-178030	3.4	2/3/2012	
4.1	Reference is made to Exhibits 3.1 and 3.2.					
4.2	Form of Class A Common Stock Certificate.	S-1/A	333-178030	4.1	2/3/2012	
4.3	Form of Class B Common Stock Certificate.	S-1/A	333-178030	4.2	2/3/2012	
5.1	Opinion of Cooley LLP.					X
23.1	Consent of Cooley LLP (included in Exhibit 5.1).					X
23.2	Consent of Independent Registered Public Accounting Firm.					X
24.1	Power of Attorney (included on signature page).					X
99.1	Fourth Amended and Restated Investor Rights Agreement, by and between Registrant, the investors listed on Schedules I and II thereto, dated January 22, 2010.	S-1	333-178030	10.1	11/17/2011	
99.2	2012 Equity Incentive Plan.	S-1/A	333-178030	10.16	2/3/2012	
99.3	Form of Option Agreement and Grant Notice and RSU Award Agreement and Grant Notice under the 2012 Equity Incentive Plan.	S-1/A	333-178030	10.17	2/3/2012	
99.4	2012 Employee Stock Purchase Plan.	S-1/A	333-178030	10.18	2/3/2012	

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on this 26th of March, 2013.

**YELP INC.**

By: /s/ Jeremy Stoppelman  
Jeremy Stoppelman

*Chief Executive Officer*

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Rob Krolik and Laurence Wilson, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Jeremy Stoppelman	Chief Executive Officer and Director	March 26, 2013
Jeremy Stoppelman	<i>(Principal Executive Officer)</i>	
/s/ Geoff Donaker	Chief Operating Officer and Director	March 26, 2013
Geoff Donaker		
/s/ Rob Krolik	Chief Financial Officer	March 26, 2013
Rob Krolik	<i>(Principal Financial and Accounting Officer)</i>	
/s/ Max R. Levchin	Chairman	March 26, 2013
Max R. Levchin		
/s/ Fred Anderson	Director	March 26, 2013
Fred Anderson		
/s/ Peter Fenton	Director	March 26, 2013
Peter Fenton		
/s/ Robert Gibbs	Director	March 26, 2013
Robert Gibbs		

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/s/ Diane Irvine	Director	March 26, 2013
Diane Irvine		
/s/ Jeremy Levine	Director	March 26, 2013
Jeremy Levine		
/s/ Keith Rabois	Director	March 26, 2013
Keith Rabois		



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