

YELP INC  
Form 4  
September 23, 2016

**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

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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 \*  
IRVINE DIANE M

(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)  
09/22/2016

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	09/22/2016		C <sup>(1)</sup>		11,612	D	\$ 0 0	D
Common Stock	09/22/2016		A <sup>(1)</sup>		11,612	A	\$ 0 11,612	D

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

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SEC 1474 (9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.4	09/22/2016		J <sup>(2)</sup>	25,000	<sup>(3)</sup> 11/13/2021	Class B Common Stock 25,000
Stock Option (Right to Buy)	\$ 11.4	09/22/2016		J <sup>(2)</sup>	25,000	<sup>(3)</sup> 11/13/2021	Common Stock 25,000
Stock Option (Right to Buy)	\$ 34.77	09/22/2016		J <sup>(2)</sup>	10,000	<sup>(4)</sup> 06/28/2023	Class A Common Stock 10,000
Stock Option (Right to Buy)	\$ 34.77	09/22/2016		J <sup>(2)</sup>	10,000	<sup>(4)</sup> 06/28/2023	Common Stock 10,000
Stock Option (Right to Buy)	\$ 42.44	09/22/2016		J <sup>(2)</sup>	10,000	<sup>(5)</sup> 07/01/2025	Class A Common Stock 10,000
Stock Option (Right to Buy)	\$ 42.44	09/22/2016		J <sup>(2)</sup>	10,000	<sup>(5)</sup> 07/01/2025	Common Stock 10,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

IRVINE DIANE M  
C/O YELP INC.  
140 NEW MONTGOMERY ST., 9TH FLOOR  
SAN FRANCISCO, CA 94105

X

## Signatures

/s/ Laurence Wilson,  
Attorney-in-Fact

09/23/2016

\_\_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) On September 22, 2016, each share of the Issuer's outstanding Class A common stock and Class B common stock automatically converted into one share of common stock pursuant to the Issuer's amended and restated certificate of incorporation.

In connection with the conversion described in footnote (1), outstanding options denominated in Class A or Class B common stock issued under the Issuer's equity incentive plans remain unchanged, except that they now represent the right to receive shares of the single class of common stock rather than shares of Class A or Class B common stock.

- (3) Fully vested.
- (4) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of June 28, 2013.
- (5) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of July 1, 2015.

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

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