

YELP INC
Form 4
August 19, 2013

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 *
ANDERSON FRED D

(Last) (First) (Middle)

C/O ELEVATION PARTNERS,
L.P., 2800 SAND HILL ROAD,
SUITE 160

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2013

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/15/2013		C ⁽¹⁾		2,675,378	A	\$ 0	2,675,378	I	See Footnote (4)
Class A Common Stock	08/15/2013		J ⁽⁶⁾		2,675,378	D	\$ 0	0	I	See Footnote (4)
Class A Common Stock	08/15/2013		J ⁽⁷⁾		191,770	A	\$ 0	191,770	I	See Footnote (8)
Class A Common Stock	08/16/2013		S		35,701	D	\$ 50.042	156,069	I	See

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Common Stock					<u>(10)</u>			Footnote <u>(8)</u>
Class A Common Stock	08/16/2013	S	14,299	D	\$ <u>49.1066</u> <u>(11)</u>	141,770	I	See Footnote <u>(8)</u>
Class A Common Stock	08/16/2013	S	4,738	D	\$ <u>48.78</u> <u>(12)</u>	137,032	I	See Footnote <u>(8)</u>
Class A Common Stock	08/16/2013	S	1,309	D	\$ 47.3	135,723	I	See Footnote <u>(8)</u>
Class A Common Stock	08/19/2013	S	33,916	D	\$ <u>49.5464</u> <u>(13)</u>	101,807	I	See Footnote <u>(8)</u>
Class A Common Stock	08/15/2013	<u>J</u> ⁽⁷⁾	42,814	A	\$ 0	42,814	I	See Footnote <u>(9)</u>
Class A Common Stock	08/16/2013	S	33,543	D	\$ <u>48.78</u> <u>(12)</u>	9,271	I	See Footnote <u>(9)</u>
Class A Common Stock	08/16/2013	S	9,271	D	\$ 47.3	0	I	See Footnote <u>(9)</u>
Class A Common Stock	08/15/2013	<u>C</u> ⁽¹⁾	804	A	\$ 0	804	I	See Footnote <u>(5)</u>
Class A Common Stock	08/15/2013	<u>J</u> ⁽⁶⁾	804	D	\$ 0	0	I	See Footnote <u>(5)</u>

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

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- (7) Acquisition pursuant to a pro-rata, in-kind distribution to the partners of Elevation Partners.
- (8) These securities are directly owned by Elevation LLC. Mr. Anderson, as a manager of Elevation LLC, may have indirect beneficial ownership of these shares. See footnote 4 above.
- (9) These securities are directly owned by Elevation Waiver Entity, L.P. ("Waiver Entity"). Elevation LLC, as the sole general partner of Waiver Entity, and Mr. Anderson, as a manager of Elevation LLC, may have indirect beneficial ownership of these shares.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.38 to \$50.375, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 10 to this Form 4.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49 to \$49.37, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 11 to this Form 4.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48 to \$48.78, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 12 to this Form 4.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.24 to \$49.95, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 13 to this Form 4.

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.