

Wilson Laurence  
Form 4  
March 05, 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 \*  
Wilson Laurence

(Last) (First) (Middle)

C/O YELP INC., 706 MISSION ST.,  
7TH FLOOR

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

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

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

03/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

General Counsel and Secretary

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

\_X\_ 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 or Price		
Class A Common Stock	03/01/2013		C <sup>(1)</sup>		10,623	A	\$ 0 10,623
Class A Common Stock	03/01/2013		S <sup>(2)</sup>		4,375	D	\$ 21.83 6,248
Class A Common Stock	03/01/2013		S <sup>(2)</sup>		6,248	D	\$ 23 0
Class A Common	03/05/2013		C <sup>(1)</sup>		10,000	A	\$ 0 10,000

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Stock

Class A

Common 03/05/2013 S<sup>(2)</sup> 10,000 D \$ 24 0 D

Stock

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.**

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 0.32	03/01/2013		M	6,248	<sup>(4)</sup> 11/04/2017	Class B Common Stock	6,248
Class B Common Stock	<sup>(5)</sup> <sup>(6)</sup>	03/01/2013		M	6,248	<sup>(5)(6)</sup> <sup>(7)</sup>	Class A Common Stock	6,248
Class B Common Stock	<sup>(5)</sup> <sup>(6)</sup>	03/01/2013		C	10,623	<sup>(5)(6)</sup> <sup>(7)</sup>	Class A Common Stock	10,623
Employee Stock Option (Right to Buy)	\$ 0.32	03/05/2013		M	10,000	<sup>(4)</sup> 11/04/2017	Class B Common Stock	10,000
Class B Common Stock	<sup>(5)</sup> <sup>(6)</sup>	03/05/2013		M	10,000	<sup>(5)(6)</sup> <sup>(7)</sup>	Class A Common Stock	10,000
Class B Common Stock	<sup>(5)</sup> <sup>(6)</sup>	03/05/2013		C	10,000	<sup>(5)(6)</sup> <sup>(7)</sup>	Class A Common Stock	10,000

