Edgar Filing: YELP INC - Form 4

YELP INC											
Form 4											
March 11, 20	016										
FORM	14									PPROVAL	
Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287			
Check the if no long	10r								Expires:	January 31,	
subject to Section 1	F CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	Estimated a burden hou	rs per			
Form 4 o Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						response	0.5		
obligation		•					•				
may cont	inue. Section			•	•			f 1935 or Sectio	n		
See Instru 1(b).	uction	50(11) of the In	vestment	Company	Act	01 194	+0			
(Print or Type I	Responses)										
Nachman Joseph R Sy				2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
			-	Symbol				Issuer			
			YELP II	NC [YEL	.P]			(Cheo	ck all applicable	e)	
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction						
		X 7	(Month/D	-				Director X_ Officer (give		Owner er (specify	
	INC., 140 NEV		03/09/20)16				below)	below)	er (speeny	
MONIGON	MERY ST., 9T	H FL.						Chief	Revenue Offic	er	
			4. If Ame	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check			
			Filed(Mon					Applicable Line)			
SAN FRAN	ICISCO, CA 9	4105						_X_ Form filed by Form filed by M Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)				•					
	()	(Table	e I - Non-L	Derivative S	ecurit	ies Acq	uired, Disposed o	i, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) Execut any (Month			Code	Transaction(A) or Disposed of			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)		
						(A)		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock	03/09/2016			А	73,356 (1)	А	\$0	120,941	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (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
Employee Stock Option (Right to Buy)	\$ 20.47	03/09/2016		А	53,300	(2)	03/09/2026	Class A Common Stock	53,300

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Nachman Joseph R C/O YELP INC. 140 NEW MONTGOMERY ST., 9TH FI SAN FRANCISCO, CA 94105	.		Chief Revenue Officer				
Signatures							
/s/ Donna Hammer, Attorney-in-fact	03/11/2016						

<u>**</u>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) Represents the grant of restricted stock units that vest in equal quarterly installments over four years from the date of grant.

(2) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date.

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.