

YELP INC  
Form 4  
September 23, 2016

**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 \*  
Stoppelman Michael

(Last) (First) (Middle)

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)  
Sr VP, Engineering

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |                                   |
| Class A Common Stock            | 09/22/2016                           |  | C <sup>(1)</sup>               | D   | 124,167   | D  |                                   |
| Common Stock                    | 09/22/2016                           |  | A <sup>(1)</sup>               | A   | 124,167   | 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) |         | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|
|  |  |                                      |  |                                | (A)  | (D)     | Date Exercisable   | Expiration Date |   |
| Employee Stock Option (Right to Buy)       | \$ 7.16  | 09/22/2016                           |  | J <sup>(2)</sup>               |  | 11,000  | <sup>(3)</sup>   | 01/26/2021      | Class B Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 7.16  | 09/22/2016                           |  | J <sup>(2)</sup>               |  | 11,000  | <sup>(3)</sup>   | 01/26/2021      | Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 7.16  | 09/22/2016                           |  | J <sup>(2)</sup>               |  | 112,500 | <sup>(3)</sup>   | 03/06/2021      | Class B Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 7.16  | 09/22/2016                           |  | J <sup>(2)</sup>               |  | 112,500 | <sup>(3)</sup>   | 03/06/2021      | Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 28.2  | 09/22/2016                           |  | J <sup>(2)</sup>               |  | 220,000 | <sup>(4)</sup>   | 06/05/2023      | Class A Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 28.2  | 09/22/2016                           |  | J <sup>(2)</sup>               |  | 220,000 | <sup>(4)</sup>   | 06/05/2023      | Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 47.79   | 09/22/2016                           |  | J <sup>(2)</sup>               |  | 26,700  | <sup>(5)</sup>   | 03/04/2025      | Class A Common Stock  |
| Employee Stock                             | \$ 47.79   | 09/22/2016                           |  | J <sup>(2)</sup>               |  | 26,700  | <sup>(5)</sup>   | 03/04/2025      | Common Stock  |



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(3) Fully vested.

The shares underlying the stock option vest as follows: (a) 10% vest on a monthly basis over the year following the Grant Date of June 5, 2013; (b) 20% vest on a monthly basis over the following year; (c) 30% vest on a monthly basis over the following year; and (d) 40% vest on a monthly basis over the following year.

The shares underlying the stock option vest as follows: (a) 10% vest on a monthly basis over the year following the Grant Date of March 4, 2015; (b) 20% vest on a monthly basis over the following year; (c) 30% vest on a monthly basis over the following year; and (d) 40% vest on a monthly basis over the following year.

The shares underlying the stock option vest as follows: (a) 10% vest on a monthly basis over the year following the Grant Date of April 1, 2015; (b) 20% vest on a monthly basis over the following year; (c) 30% vest on a monthly basis over the following year; and (d) 40% vest on a monthly basis over the following year.

(7) The shares underlying the stock option vest in equal monthly installments over 48 months following the Grant Date of March 9, 2016.

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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