**OPENTABLE INC** 

Form 4

December 17, 2009

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

**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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DUNLEVIE BRUCE** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

OPENTABLE INC [OPEN]

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

12/15/2009

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

2480 SAND HILL ROAD, SUITE

(Street)

200

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3, 4	ed of	` ′	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)
Common Stock, \$0.0001 par value	12/15/2009		S	5,400	D	\$ 26.9605	212,551	I	See Footnote
Common Stock, \$0.0001 par value	12/16/2009		S	6,790	D	\$ 26.2686 (2)	205,761	I	See Footnote (4)
Common Stock, \$0.0001 par value	12/17/2009		S	12,235	D	\$ 26.0387 (3)	193,526	I	See Footnote (4)

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Common Stock, \$0.0001	12/15/2009	S	3,933	D	\$ 26.9212	0	I	See Footnote
\$0.0001					(5)			(6)
par value					_			_

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
DUNLEVIE BRUCE								
2480 SAND HILL ROAD		X						
SUITE 200		Λ						
MENLO PARK, CA 94025								

### **Signatures**

/s/ Steven M. Spurlock, by power of attorney for Bruce W. 12/17/2009 Dunlevie

> \*\*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) This transaction was executed in multiple trades in prices ranging from \$26.86 to \$27.05. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of

Reporting Owners 2

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the Issuer, information regarding the number of shares and prices at which the transaction was effected.

- This transaction was executed in multiple trades in prices ranging from \$26.113 to \$26.85. The price reported above reflects the weighted (2) average purchase price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades in prices ranging from \$26.00 to \$26.37. The price reported above reflects the weighted average purchase price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (4) Shares are owned directly by Bruce Dunlevie Family Trust. Bruce Dunlevie is a Reporting Person with other joint filers for purposes of Section 13(d) of the Exchange Act.
- This transaction was executed in multiple trades in prices ranging from \$26.66 to \$27.23. The price reported above reflects the weighted (5) average purchase price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (6) Shares are owned directly by Benchmark Capital Holdings Co., LLC. Benchmark Capital Holdings Co., LLC is affiliated with other joint filers for purposes of Section 13(d) of the Exchange Act.

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.