

YELP INC
Form SC 13G
June 05, 2013

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

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

Yelp Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

985817105
(CUSIP Number)

May 22, 2013
(Date of Event which Requires Filing of this
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Manticore Master Fund Ltd.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization.

Cayman Islands

5 Sole Voting Power

0 shares

6 Shared Voting Power

Number of Shares 1,573,500 shares (2,456,700 shares as of the Filing Date)

Beneficially Owned by Refer to Item 4 below.

Each 7 Sole Dispositive Power

Reporting Person With 0 shares

8 Shared Dispositive Power

1,573,500 shares (2,456,700 shares as of the Filing Date)

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,573,500 shares (2,456,700 shares as of the Filing Date)

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ N/A

11 Percent of Class Represented by Amount in Row (9)*

5.06% (7.90% as of the Filing Date)

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

CO (Corporation)

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Contour Asset Management LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization.

New York

5 Sole Voting Power

0 shares

6 Shared Voting Power

Number of Shares 1,573,500 shares (2,456,700 shares as of the Filing Date)

Beneficially Owned by Refer to Item 4 below.

Each 7 Sole Dispositive Power

Reporting Person With 0 shares

8 Shared Dispositive Power

1,573,500 shares (2,456,700 shares as of the Filing Date)

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,573,500 shares (2,456,700 shares as of the Filing Date)

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ N/A

11 Percent of Class Represented by Amount in Row (9)*

5.06% (7.90% as of the Filing Date)

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Seth A. Wunder

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization.

United States

5 Sole Voting Power

0 shares

6 Shared Voting Power

Number of Shares 1,573,500 shares (2,456,700 shares as of the Filing Date)

Beneficially Owned by Refer to Item 4 below.

Each 7 Sole Dispositive Power

Reporting Person With 0 shares

8 Shared Dispositive Power

1,573,500 shares (2,456,700 shares as of the Filing Date)

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,573,500 shares (2,456,700 shares as of the Filing Date)

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ N/A

11 Percent of Class Represented by Amount in Row (9)*

5.06% (7.90% as of the Filing Date)

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

IN (Individual)

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

David L. Meyer

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Citizenship or Place of Organization.

United States

5 Sole Voting Power

0 shares

6 Shared Voting Power

Number of Shares 1,573,500 shares (2,456,700 shares as of the Filing Date)

Beneficially Owned by Refer to Item 4 below.

Each 7 Sole Dispositive Power

Reporting Person With 0 shares

8 Shared Dispositive Power

1,573,500 shares (2,456,700 shares as of the Filing Date)

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,573,500 shares (2,456,700 shares as of the Filing Date)

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ N/A

11 Percent of Class Represented by Amount in Row (9)*

5.06% (7.90% as of the Filing Date)

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

IN (Individual)

Item 1.

- (a) Name of Issuer
Yelp Inc.
- (b) Address of Issuer's Principal Executive Offices

706 Mission Street
San Francisco, CA 94103

Item 2.

- (a) Name of Person Filing
Manticore Master Fund Ltd.
Contour Asset Management LLC
Seth A. Wunder
David L. Meyer
- (b) Address of Principal Business Office or, if none, Residence
99 Park Avenue, Suite 1810
New York, NY 10016
- (c) Citizenship

Manticore Master Fund Ltd. - Cayman Islands
Contour Asset Management LLC - New York
Seth A. Wunder - United States
David L. Meyer - United States
- (d) Title of Class of Securities
Class A Common Stock
- (e) CUSIP Number
985817105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership***

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

As of May 22, 2013, the Master Fund owned 1,573,500 shares of Class A Common Stock, which is 5.06% of the Issuer's outstanding Class A Common Stock. As of Filing Date, the Master Fund owned 2,456,700 shares of Class A Common Stock, which is 7.90% of the Issuer's outstanding Class A Common Stock. The percentages herein are calculated based upon the 31,116,969 shares of Class A Common Stock issued and outstanding as of April 30, 2013, as reported on the Issuer's Form 10-Q filed with the SEC on May 3, 2013.

(a) Amount Beneficially Owned***

Manticore Master Fund Ltd. - 1,573,500 shares (2,456,700 shares as of the Filing Date)

Contour Asset Management LLC - 1,573,500 shares (2,456,700 shares as of the Filing Date)

Seth A. Wunder - 1,573,500 shares (2,456,700 shares as of the Filing Date)

David L. Meyer - 1,573,500 shares (2,456,700 shares as of the Filing Date)

(b) Percent of Class

Manticore Master Fund Ltd. - 5.06% (7.90% as of the Filing Date)

Contour Asset Management LLC - 5.06% (7.90% as of the Filing Date)

Seth A. Wunder - 5.06% (7.90% as of the Filing Date)

David L. Meyer - 5.06% (7.90% as of the Filing Date)

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote
Manticore Master Fund Ltd. - 0 shares
Contour Asset Management LLC - 0 shares
Seth A. Wunder - 0 shares
David L. Meyer - 0 shares
- (ii) shared power to vote or to direct the vote

Manticore Master Fund Ltd. - 1,573,500 shares (2,456,700 shares as of the Filing Date)
Contour Asset Management LLC - 1,573,500 shares (2,456,700 shares as of the Filing Date)
Seth A. Wunder - 1,573,500 shares (2,456,700 shares as of the Filing Date)
David L. Meyer - 1,573,500 shares (2,456,700 shares as of the Filing Date)
- (iii) sole power to dispose or to direct the disposition of
Manticore Master Fund Ltd. - 0 shares
Contour Asset Management LLC - 0 shares
Seth A. Wunder - 0 shares
David L. Meyer - 0 shares
- (iv) shared power to dispose or to direct the disposition of

Manticore Master Fund Ltd. - 1,573,500 shares (2,456,700 shares as of the Filing Date)
Contour Asset Management LLC - 1,573,500 shares (2,456,700 shares as of the Filing Date)
Seth A. Wunder - 1,573,500 shares (2,456,700 shares as of the Filing Date)
David L. Meyer - 1,573,500 shares (2,456,700 shares as of the Filing Date)

*** Shares reported herein are held by Manticore Master Fund Ltd. for which Contour Asset Management LLC serves as the investment manager. Seth A. Wunder and David L. Meyer serve as managing members of Contour Asset Management LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company
Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

June 5, 2013

MANTICORE MASTER FUND LTD.

By: Contour Asset Management LLC,
its Investment Manager

By: /s/ Julio Garcia
Julio Garcia, President, Chief Operating
Officer and Chief Compliance Officer

CONTOUR ASSET MANAGEMENT LLC

By: /s/ Julio Garcia
Julio Garcia, President, Chief Operating
Officer and Chief Compliance Officer

SETH A. WUNDER

By: /s/ Seth A. Wunder
Seth A. Wunder, Individually

DAVID L. MEYER

By: /s/ David L. Meyer
David L. Meyer, Individually