YELP INC Form 4 September 23, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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January 31, 2005

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may continue.

See Instruction

Check this box

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 *

Naficy Mariam

2. Issuer Name and Ticker or Trading Symbol

YELP INC [YELP]

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 09/22/2016

C/O YELP INC., 140 NEW MONTGOMERY ST., 9TH FLOOR

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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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 3. Transaction Date 3A. Deemed 4.

Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number of Transaction Derivative Code Securities Acquired 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8))	(A) or Dis (D) (Instr. 3, 4	_				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option (Right to Buy)	\$ 75.95	09/22/2016		J(1)(2)			12,500	(3)	01/31/2024	Class A Common Stock	12,5
Stock Option (Right to Buy)	\$ 75.95	09/22/2016		J(1)(2)		12,500		(3)	01/31/2024	Common Stock	12,5
Stock Option (Right to Buy)	\$ 42.44	09/22/2016		J(1)(2)			10,000	<u>(4)</u>	07/01/2025	Class A Common Stock	10,0
Stock Option (Right to Buy)	\$ 42.44	09/22/2016		J(1)(2)		10,000		<u>(4)</u>	07/01/2025	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting 5 wher runner reduces	Director	10% Owner	Officer	Other		
Naficy Mariam C/O YELP INC. 140 NEW MONTGOMERY ST., 9TH FLOOR SAN FRANCISCO, CA 94105	X					

Signatures

/s/ Laurence Wilson, Attorney-in-Fact

09/23/2016

**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) On September 22, 2016, each share of the Issuer's outstanding Class A common stock and Class B common stock automatically converted into one share of common stock pursuant to the Issuer's amended and restated certificate of incorporation.
- In connection with the conversion described in footnote (1), outstanding options denominated in Class A or Class B common stock issued (2) under the Issuer's equity incentive plans remain unchanged, except that they now represent the right to receive shares of the single class of common stock rather than shares of Class A or Class B common stock.

(3)

Reporting Owners 2

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The shares underlying the stock option vest as follows: (a) 25% of the underlying shares vests on the first anniversary of the grant date of January 31, 2014, and (b) the remainder of the shares vest in equal monthly installments over the subsequent 36-month period.

(4) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of July 1, 2015.

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.