Stoppelman Jeremy Form 4 January 29, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

OMB APPROVAL

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

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Stoppelman Jeremy Issuer Symbol YELP INC [YELP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner __Other (specify X_ Officer (give title _ C/O YELP INC., 140 NEW 01/25/2018 below) MONTGOMERY ST., 9TH FL. Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

SAN FRANCISCO, CA 94105

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	ırities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date		3.	4. Securities A	1 '	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Ownership Form:	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
				(A))	Reported Transaction(s)	(I) (Instr. 4)	
			Code V	or Amount (D)) Price	(Instr. 3 and 4)	(IIIsu: +)	
Common	01/25/2018		S ⁽¹⁾	13,000 D	\$ 42.6664	2,518,310	I (3)	See Footnote
Stock	01/23/2016		3 <u>~</u>	13,000 D	(2) (2)	2,310,310	1 <u>~ ~</u>	(3)

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.

Person

X Form filed by One Reporting Person Form filed by More than One Reporting

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Kelationships						
. 9	Director	10% Owner	Officer	Other			
Stoppelman Jeremy C/O YELP INC. 140 NEW MONTGOMERY ST., 9TH FL. SAN FRANCISCO, CA 94105	X		Chief Executive Officer				

Signatures

/s/ Donna Hammer,
Attorney-in-fact
01/29/2018

**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) Shares were sold pursuant to a duly adopted 10b5-1 trading plan.
- The sales price reported is the weighted average sale price for the number of shares sold. These shares were sold in multiple transactions at prices ranging from \$42.50 to \$42.88, inclusive. Full information regarding the number of shares sold at each separate price will be supplied upon request by Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer.
- (3) Shares are held by Jeremy Stoppelman as Trustee UA 03/16/10 Jeremy Stoppelman Revocable Trust. The Reporting Person holds voting and dispositive power over the shares.

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.

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