

OPENTABLE INC  
Form 3  
May 20, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â GURLEY J WILLIAM                        |         | (Month/Day/Year)                     | OPENTABLE INC [OPEN]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2480 SAND HILL ROAD,Â SUITE 200           |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director                           | <input checked="" type="checkbox"/> 10% Owner        |
| MENLO PARK,Â CAÂ 94025                    |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)                                | (give title below)   | (specify below)                                      |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.0001 par value   | 1,675,523  | I   | See footnote <sup>(1)</sup>                              |
| Common Stock, \$0.0001 par value   | 12,031   | D   | Â  |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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|                          | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |                  |
|--------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|------------------|
| Series A Preferred Stock | Â (2)            | Â (3)           | Common Stock | 2,964,260 (4)              | \$ 0                | I   | See footnote (1) |
| Series A Preferred Stock | Â (2)            | Â (3)           | Common Stock | 21,845 (4)                 | \$ 0                | D   | Â                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GURLEY J WILLIAM<br>2480 SAND HILL ROAD<br>SUITE 200<br>MENLO PARK, CA 94025 | Â X           | Â X       | Â       | Â     |

## Signatures

/s/ Steven M. Spurlock, by power of attorney for J. William Gurley

05/20/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- J. William Gurley, a managing member of Benchmark Capital Management Co. IV, LLC ("BCMC IV"), may be deemed to share voting and dispositive power over the 1,675,523 shares of common stock reported in column 2 of Table I and the 2,964,260 shares of Series A Preferred Stock reported in column 3 of Table II that may be deemed beneficially held by BCMC IV. In addition, Mr. Gurley directly
- (1) holds 12,031 shares of common stock and 21,845 shares of Series A Preferred Stock. Mr. Gurley disclaims beneficial ownership of these shares except for the 12,031 shares of common stock and 21,845 shares of Series A Preferred Stock he owns of record and to the extent of his pecuniary interest in the remaining shares, and the filing of this report is not an admission that Mr. Gurley is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
  - (2) The securities are immediately convertible.
  - (3) The expiration date is not relevant to the conversion of these securities.
  - (4) Each share of preferred stock will automatically convert on a 1-for-1 basis into common stock upon the closing of the Issuer's initial public offering.

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.