

YELP INC  
Form 4/A  
April 01, 2013

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
Deer VI & Co. LLC

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
YELP INC [YELP]

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2013

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/28/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	02/26/2013		C <sup>(4)</sup>		343,695 <sup>(1)</sup>	A	\$ 0 <sup>(1) (2)</sup> 343,695 <sup>(1)</sup>	I	See footnotes (2) (3)
Class A Common Stock	02/26/2013		J <sup>(2)</sup>		343,695	D	\$ 0 <sup>(2)</sup> 0 <sup>(1)</sup>	I	See footnotes (2) (3)
Class A Common Stock	02/27/2013		C <sup>(4)</sup>		8,574 <sup>(7)</sup>	A	\$ 0 <sup>(4)</sup> 8,574 <sup>(7)</sup>	I	See footnotes (3) (6)
Class A Common Stock	02/27/2013		S		8,574 <sup>(7)</sup>	D	\$ 0 <sup>(4)</sup>	I	See

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Common Stock					22,0031 <u>(8)</u>			footnotes <u>(3)</u> <u>(6)</u>
Class A Common Stock	02/28/2013		C <sup>(4)</sup>	200,000 <u>(10)</u>	A	\$ 0 <u>(4)</u>	200,000 <u>(10)</u>	I See footnotes <u>(3)</u> <u>(6)</u>
Class A Common Stock	02/28/2013		S	200,000 <u>(10)</u>	D	\$ <u>(12)</u>	0 <u>(4)</u>	I See footnotes <u>(3)</u> <u>(6)</u>

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

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(9-02)

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Class B Common Stock	<u>(4)</u>	02/26/2013		C	343,695	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	343,695
Class B Common Stock	<u>(4)</u>	02/27/2013		C	8,574 <u>(7)</u>	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	8,574 <u>(7)</u>
Class B Common Stock	<u>(4)</u>	02/28/2013		C	200,000 <u>(10)</u>	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	200,000 <u>(10)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deer VI & Co. LLC C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	X	X		



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- (5) After the Distribution, BVP Co-Investment owns 2,039,003 shares.
- Deer VI is the general partner of each of the Funds. Deer VI disclaims beneficial ownership of the securities owned directly by the
- (6) Funds, and this report shall not be deemed as an admission that Deer VI is the beneficial owner of such securities, except to the extent of its pecuniary interest therein, if any, by virtue of its general partner interests in the Funds.
- Represents 6,225 shares sold by Bessemer Venture Partners VI, L.P. ("BVP VI"), 2,199 shares sold by Bessemer Co-Investment and 150
- (7) shares sold by Bessemer Venture Partners VI Institutional L.P. ("BVP Institutional," and together with BVP VI and BVP Co-Investment, the "Funds").
- The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported
- (8) Transaction ranged from \$22.00 to \$22.02. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (9) After the reported transaction, BVP VI owned 5,765,167 shares, BVP Co-Investment owned 2,036,804 shares, and BVP Institutional owned 138,914 shares.
- (10) Represents 145,202 shares sold by BVP VI, 51,299 shares sold by Bessemer Co-Investment and 3,499 shares sold by BVP Institutional.
- (11) After the reported transaction, BVP VI owned 5,619,965 shares, BVP Co-Investment owned 1,985,505 shares, and BVP Institutional owned 135,415 shares.
- The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported
- (12) Transaction ranged from \$22.00 to \$22.36. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (13) This amended and restated Form 4 is being filed to correct the specific allocation of shares among the Funds as previously reported in footnotes 5, 9, and 11.

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.