

IMPACT VENTURE PARTNERS LP

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 *

Impact Venture Advisors,
LLC

(Last) (First) (Middle)

2705 WESTLAKE DRIVE

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/20/2009

3. Issuer Name and Ticker or Trading Symbol

OPENTABLE INC [OPEN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, \$0.0001 par value

78,460

D ⁽¹⁾

A

Common Stock, \$0.0001 par value

1,060,299

D ⁽²⁾

A

Common Stock, \$0.0001 par value

1,138,759

I See footnote ⁽³⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series A Preferred Stock	Â (4)	Â (5)	Common Stock	162,954 (6)	\$ 0	D (1)	Â
Series A Preferred Stock	Â (4)	Â (5)	Common Stock	2,202,140 (6)	\$ 0	D (2)	Â
Series A Preferred Stock	Â (4)	Â (5)	Common Stock	2,365,094 (6)	\$ 0	I	See footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Impact Venture Advisors, LLC 2705 WESTLAKE DRIVE AUSTIN, TX 78746	Â	Â X	Â	Â
IMPACT VENTURE PARTNERS LP 2705 WESTLAKE DRIVE AUSTIN, TX 78746	Â	Â X	Â	Â
IMPACT ENTREPRENEURS FUND LP 2705 WESTLAKE DRIVE AUSTIN, TX 78746	Â	Â X	Â	Â

Signatures

/s/ Adam R. Dell 05/20/2009

**Signature of Date
Reporting Person

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).

(1) The shares are held directly by Impact Entrepreneurs Fund, L.P. ("IEF").

(2) The shares are held directly by Impact Venture Partners, L.P. ("IVP").

(3) Impact Venture Advisors, LLC ("IVA"), the Designated Filer, is the sole general partner of each of IEF and IVP and may be deemed to have sole voting and dispositive power over the common stock reported in column 2 of Table I and the underlying shares of common stock reported in column 3 of Table II held directly by IEF and IVP. Adam R. Dell, the manager of IVA may also be deemed to have sole voting and dispositive power over the common stock reported in column 2 of Table I and the underlying shares of common stock reported in column 3 of Table II held directly by IEF and IVP. IVA and Mr. Dell disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(4) The securities are immediately convertible.

(5) The expiration date is not relevant to the conversion of these securities.

(6)

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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.

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