

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 *
IAC/INTERACTIVECORP
(Last) (First) (Middle)

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

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

555 WEST 18TH STREET
(Street)

(Check all applicable)

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

NEW YORK, NY 10011
(City) (State) (Zip)

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)

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
(Instr. 4)

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

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

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

Date Expiration
Exercisable Date

Title Amount or
Number of
Shares

Series B Preferred Stock	Â (1)	Â (2)	Common Stock	2,177,550 (3)	\$ 0	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011	Â	Â X	Â	Â

Signatures

Tanya M . Stanich, Assistant Secretary	05/20/2009
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__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).
- (1) The terms of these securities provide that they are immediately convertible and that each share will automatically convert on a 1-for-1 basis into shares of the Issuer's common stock upon the closing of the Issuer's initial public offering.

The expiration date is not relevant to the conversion of these securities given the effectiveness of the Issuer's initial public offering registration statement on May 20, 2009, coupled with the fact that the terms of these securities provide that each share will automatically convert on a 1-for-1 basis into shares of the Issuer's common stock upon the closing of the Issuer's initial public offering.
- (2) Reflects a 1-for-12.5 reverse stock split of the Issuer's common stock and preferred stock effected immediately prior to the effectiveness of its initial public offering registration statement on May 20, 2009.
- (3)

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.