

Donaker Geoffrey L  
 Form 4  
 February 07, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Donaker Geoffrey L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O YELP INC., 706 MISSION ST., 7TH FLOOR

02/05/2013

Chief Operating Officer

(Street)

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

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

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A)     | (D) | Date Exercisable | Expiration Date | Title                | Amount Number Shares |
|--------------------------------------|------------------------------|------------------|------------|--|------|---|---------|-----|------------------|-----------------|----------------------|----------------------|
| Employee Stock Option (Right to Buy) | \$ 21.18                     | 02/05/2013       |            |  | A    |   | 425,000 |     | (1)              | 02/05/2023      | Class A Common Stock | 425,000              |
| Employee Stock Option (Right to Buy) | \$ 21.18                     | 02/05/2013       |            |  | A    |   | 90,000  |     | (2)              | 02/05/2023      | Class A Common Stock | 90,000               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Donaker Geoffrey L<br>C/O YELP INC.<br>706 MISSION ST., 7TH FLOOR<br>SAN FRANCISCO, CA 94103 |               | X         | Chief Operating Officer |       |

## Signatures

/s/ Donna Hammer,  
Attorney-in-fact

02/07/2013

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).

The shares underlying the stock option vest in monthly installments as follows: (a) 10% of the shares vest in equal monthly installments over the 12 month period following the grant date; then (b) 20% of the shares vest in equal monthly installments over the following 12

(1) month period; then (c) 30% of the shares vest in equal monthly installments over the following 12 month period; and then (d) 40% of the shares vest in equal monthly installments over the following 12 month period, such that all of the shares subject to the stock option will be vested as of the fourth anniversary of the grant date.

(2) The shares underlying the stock option vest in equal monthly installments over 24 months following the grant date.

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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