

YELP INC

Form 3

March 23, 2017

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 *

Â Ramsay Alan

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/16/2017

3. Issuer Name **and** Ticker or Trading Symbol
YELP INC [YELP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)140 NEW MONTGOMERY
ST.,Â 9TH FLOOR

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Accounting Officer6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

SAN

FRANCISCO,Â CAAÂ 94105

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

21,708

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
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	07/31/2022	Common Stock	11,250	\$ 19.96	D	Â
Employee Stock Option (Right to Buy)	Â (2)	06/30/2024	Common Stock	4,250	\$ 76.68	D	Â
Employee Stock Option (Right to Buy)	Â (3)	01/04/2026	Common Stock	6,150	\$ 27.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramsay Alan 140 NEW MONTGOMERY ST. 9TH FLOOR SAN FRANCISCO, CA 94105	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ Donna Hammer,
Attorney-in-fact

03/23/2017

__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) Fully vested.

The shares underlying the stock option vest as follows: (a) 10% vest on a monthly basis over the year following the grant date of June 30, 2014; (b) 20% vested on a monthly basis over the following year; (c) 30% vests on a monthly basis over the following year; and (d) 40% vests on a monthly basis over the following year, such that all of the shares underlying the stock option shall be vested as of the fourth anniversary of the grant date.

(3) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of January 4, 2016.

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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