YELP INC Form 4 January 05, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction **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(b).

(Last)

Common

Stock

1. Name and Address of Reporting Person * Stoppelman Jeremy

(Middle)

C/O YELP INC., 140 NEW MONTGOMERY ST., 9TH FL.

(Street)

(First)

01/05/2017

2. Issuer Name and Ticker or Trading Symbol

YELP INC [YELP]

3. Date of Earliest Transaction

(Month/Day/Year) 01/05/2017

4. If Amendment, Date Original

3.

 $S^{(1)}$

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

Beneficially

Securities

Owned Following

Reported

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

(City) (State) (Zip)

SAN FRANCISCO, CA 94105

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

13,000 D

4. Securities Acquired

Transaction(s) (Instr. 3 and 4) Amount (D) Price

(D) or Indirect (I) (Instr. 4)

 $I^{(2)}$

Form: Direct Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

See

Footnote (2)

SEC 1474

(9-02)

1

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

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\$ 40 3,671,310

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

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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. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D)			Amor Unde Secur	tle and unt of orlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Stoppelman Jeremy						
C/O YELP INC. 140 NEW MONTGOMERY ST., 9TH FL.	X		Chief Executive Officer			
SAN FRANCISCO, CA 94105						

Signatures

/s/ Donna Hammer, Attorney-in-fact 01/05/2017

**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).
- (1) Shares were sold pursuant to a duly adopted 10b5-1 trading plan.
- (2) Shares are held by Jeremy Stoppelman as Trustee UA 03/16/10 Jeremy Stoppelman Revocable Trust. The Reporting Person holds voting and dispositive power over the shares.

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.

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