

Patel Vivek  
 Form 3  
 March 15, 2019

**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 * |         | 2. Date of Event Requiring Statement       | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Patel Vivek                             |         | (Month/Day/Year)                           | YELP INC [YELP]                                    |  |
| (Last)                                    | (First) | (Middle)                                   | 03/07/2019   |  |
| 140 NEW MONTGOMERY ST.,                   |         | 9TH FL                                     |  |  |
| (Street)                                  |         |  |  |  |
| SAN FRANCISCO,Â CAÂ 94105                 |         |  |  |  |
| (City)                                    | (State) | (Zip)                                      |  |  |
| 1. Title of Security                      |         | 2. Amount of Securities Beneficially Owned | 3. Ownership Form:                                 | 4. Nature of Indirect Beneficial Ownership |
| (Instr. 4)                                |         | (Instr. 4)                                 | Direct (D) or Indirect (I)                         | (Instr. 5)                                 |
| Common Stock                              |         | 116,324 <sup>(1)</sup>                     | D  | Â  |

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

|                      |  |                            |  |
|----------------------|--|----------------------------|--|
| 1. Title of Security | 2. Amount of Securities Beneficially Owned | 3. Ownership Form:         | 4. Nature of Indirect Beneficial Ownership |
| (Instr. 4)           | (Instr. 4)                                 | Direct (D) or Indirect (I) | (Instr. 5)                                 |
| Common Stock         | 116,324 <sup>(1)</sup>                     | 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 | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership |
| (Instr. 4)                      | (Month/Day/Year)                        | (Instr. 4)   | Title  | Direct (D)                               | (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 (2)            | 01/02/2025      | Common Stock 11,000 \$ 55.15 | D Â                        |
| Employee Stock Option (Right to Buy) | Â (3)            | 01/04/2026      | Common Stock 4,478 \$ 27.6   | D Â                        |
| Employee Stock Option (Right to Buy) | Â (4)            | 01/03/2027      | Common Stock 9,967 \$ 38.22  | D Â                        |
| Employee Stock Option (Right to Buy) | Â (5)            | 01/16/2028      | Common Stock 16,400 \$ 43.58 | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Patel Vivek<br>140 NEW MONTGOMERY ST., 9TH FL<br>SAN FRANCISCO, CA 94105 | Â             | Â         | Â Chief Product Officer | Â     |

## Signatures

/s/ Donna Hammer, 03/15/2019  
Attorney-in-fact

\_\_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).  
Includes an aggregate of 92,631 unvested restricted stock units, which vest as follows: a) 4,242 shares that vest in equal quarterly installments over four years following the grant date of January 4, 2016; b) 11,084 shares that vest in equal quarterly installments over four years following the grant date of January 3, 2017; c) 14,553 shares that vest in equal quarterly installments over four years following the grant date of January 16, 2018; d) 42,785 shares that vest in equal quarterly installments over four years following the grant date of January 8, 2019; and e) 19,967 shares that vest in equal quarterly installments over two years following the grant date of January 8, 2019.
- (1) Fully vested.
- (2) Fully vested.
- (3) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of January 4, 2016.
- (4) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of January 3, 2017.
- (5) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of January 16, 2018.

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.