

YELP INC  
Form SC 13G  
October 01, 2012

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

SCHEDULE 13G  
(RULE 13d - 102)

Information to be included in statements filed pursuant  
to Rules 13d-1(b), (c) and (d) and amendments thereto filed  
pursuant to 13d-2(b) \*

Yelp Inc.  
(Name of Issuer)

Class A Common Stock, \$0.000001 par value  
(Title of Class of Securities)

985817105  
(CUSIP Number)

September 25, 2012  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule  
pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to  
the subject class of  
securities, and for any subsequent amendment containing information  
which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of  
Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the  
Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the Following Pages)

1.NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert S. Pitts, Jr.

2.CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)[x]

(b)[ ]

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.SOLE VOTING POWER

0

6.SHARED VOTING POWER

428,347

7.SOLE DISPOSITIVE POWER

0

8.SHARED DISPOSITIVE POWER

428,347

9.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

428,347

10.CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*[ ]

11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.21%

12.TYPE OF REPORTING PERSON\*

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1.NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steadfast Capital Management LP

2.CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.SOLE VOTING POWER

0

6.SHARED VOTING POWER

406,706

7.SOLE DISPOSITIVE POWER

0

8.SHARED DISPOSITIVE POWER

406,706

9.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

406,706

10.CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.95%

12.TYPE OF REPORTING PERSON\*

PN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1.NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steadfast Advisors LP

2.CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.SOLE VOTING POWER

0

6.SHARED VOTING POWER

21,641

7.SOLE DISPOSITIVE POWER

0

8.SHARED DISPOSITIVE POWER

21,641

9.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

21,641

10.CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.26%

12.TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1.NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steadfast Capital, L.P.

2.CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.SOLE VOTING POWER

0

6.SHARED VOTING POWER

21,641

7.SOLE DISPOSITIVE POWER

0

8.SHARED DISPOSITIVE POWER

21,641

9.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

21,641

10.CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.26%

12.TYPE OF REPORTING PERSON\*

PN



**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1.NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

American Steadfast, L.P.

2.CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.SOLE VOTING POWER

0

6.SHARED VOTING POWER

135,863

7.SOLE DISPOSITIVE POWER

0

8.SHARED DISPOSITIVE POWER

135,863

9.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

135,863

10.CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.65%

12.TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1.NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steadfast International Master Fund Ltd.

2.CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.SOLE VOTING POWER

0

6.SHARED VOTING POWER

270,843

7.SOLE DISPOSITIVE POWER

0

8.SHARED DISPOSITIVE POWER

270,843

9.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

270,843

10.CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.29%

12.TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(a). NAME OF ISSUER:

Yelp Inc. (the "Issuer")

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

706 Mission Street  
San Francisco, California 94103

ITEM 2(a). NAME OF PERSON FILING:

The names of the persons filing this statement on Schedule 13G (collectively, the "Reporting Persons") are:

- Robert S. Pitts, Jr., a United States Citizen ("Pitts").
- Steadfast Capital Management LP, a Delaware limited partnership (the "Investment Manager").
- Steadfast Advisors LP, a Delaware limited partnership (the "Managing General Partner").
  - Steadfast Capital, L.P., a Delaware limited partnership ("Steadfast Capital").
  - American Steadfast, L.P., a Delaware limited partnership ("American Steadfast").
- Steadfast International Master Fund Ltd., a Cayman Island exempted company (the "Offshore Fund").

Mr. Pitts is the managing member of the Investment Manager and the Managing General Partner. The Managing General Partner has the power to vote and dispose of the securities held by Steadfast Capital. The Investment Manager has the power to vote and dispose of the securities held by American Steadfast and the Offshore Fund.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The business address of each of Mr. Pitts, the Investment Manager, the Managing General Partner, Steadfast Capital and American Steadfast is 450 Park Avenue, 20th Floor, New York, New York 10022.

The business address of the Offshore Fund is c/o Appleby Trust (Cayman) Ltd., Clifton House, 75 Fort Street, P.O. Box 1350, George Town, Grand Cayman KY1-1108.

ITEM 2(c). CITIZENSHIP:

Mr. Pitts is a citizen of the United States.

Each of the Investment Manager, the Managing General Partner, Steadfast Capital and American Steadfast is a limited partnership formed under the laws of the state of Delaware.

The Offshore Fund is an exempted company formed under the laws of the Cayman Islands.



ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Class A Common Stock, par value \$0.000001 per share (the "Common Stock")

ITEM 2(e). CUSIP NUMBER:

985817105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

- (i) Mr. Pitts beneficially owns 428,347 shares of Common Stock.
- (ii) The Investment Manager beneficially owns 406,706 shares of Common Stock.
- (iii)



The Managing General Partner beneficially owns 21,641 shares of  
Common Stock.

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- (iv) Steadfast Capital owns 21,641 shares of Common Stock.
- (v) American Steadfast owns 135,863 shares of Common Stock.
- (vi) The Offshore Fund owns 270,843 shares of Common Stock.
- (vii) Collectively, the Reporting Persons beneficially own 428,347 shares of Common Stock.

(b) Percent of Class:

- (i) Mr. Pitts' beneficial ownership of 428,347 shares of Common Stock represents 5.21% of the outstanding shares of Common Stock.
- (ii) The Investment Manager's beneficial ownership of 406,706 shares of Common Stock represents 4.95% of the outstanding shares of Common Stock.
- (iii) The Managing General Partner's beneficial ownership of 21,641 shares of Common Stock represents 0.26% of the outstanding shares of Common Stock.
- (iv)