

OPENTABLE INC  
Form 8-K  
August 06, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 6, 2012**

**OPENTABLE, INC.**

**(Exact name of registrant as specified in its charter)**

Delaware  
**(State or other jurisdiction  
of incorporation)**

001-34357

(Commission File Number)

94-3374049  
**(IRS Employer**

**Identification No.)**

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**799 Market Street, 4<sup>th</sup> Floor, San Francisco, California** 94103  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (415) 344-4200**

**Not Applicable**

**(Former name or former address if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

On August 6, 2012, OpenTable, Inc. (the “Company”) issued a press release announcing that its board of directors has approved a \$50 million share repurchase. Any share repurchases made pursuant to the program will be made from time to time in the open market, in privately negotiated transactions or otherwise, in accordance with applicable securities laws and regulations. The timing and amount of any shares repurchases will be determined by the Company’s management based on its evaluation of market conditions, the trading price of the stock, regulatory requirements and other factors. The share repurchase program may be suspended, modified or discontinued at any time at the Company’s discretion without prior notice. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information set forth herein shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibit is deemed to have been furnished to, but not filed with, the Securities and Exchange Commission:

**Exhibit No. Description**

99.1 Press Release dated August 6, 2012 – OpenTable Announces \$50 Million Share Repurchase.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 6, 2012 OPENTABLE, INC.

By: /s/ I. Duncan Robertson  
I. Duncan Robertson  
Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit No. Description**

99.1 Press Release dated August 6, 2012 – OpenTable Announces \$50 Million Share Repurchase.

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