

Levine Jeremy S.
Form 4
May 21, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Levine Jeremy S.

2. Issuer Name and Ticker or Trading Symbol
YELP INC [YELP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2013

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

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

4. 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

LARCHMONT, NY 10538

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	05/17/2013		C(1)	0(2)	A	\$ 0(1)	0(2)	I	See Footnotes (3) (4)
Class A Common Stock	05/17/2013		S	0(2)	D	\$ 0(2)	882,656	D(3) (4)	
Class A Common Stock	05/20/2013		C(1)	0(5)	A	\$ 0(1)	0(5)	I	See Footnotes (4) (6)
Class A Common Stock	05/20/2013		S	0(5)	D	\$ 0	882,656	D(4) (6)	

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Common Stock									<u>(5)</u>
Class A Common Stock	05/21/2013		C ⁽¹⁾	0 <u>(7)</u>	A	\$ 0 <u>(1)</u>	0 <u>(7)</u>	I	See Footnotes <u>(4)</u> <u>(8)</u>
Class A Common Stock	05/21/2013		S	0 <u>(7)</u>	D	\$ 0 <u>(7)</u>	882,656	D <u>(4)</u> <u>(8)</u>	

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

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.

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

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Class B Common Stock	<u>(1)</u>	05/17/2013		C	0 <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	0 <u>(2)</u>	\$ 0 <u>(1)</u>
Class B Common Stock	<u>(1)</u>	05/20/2013		C	0 <u>(5)</u>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	0 <u>(5)</u>	\$ 0 <u>(1)</u>
Class B Common Stock	<u>(1)</u>	05/21/2013		C	0 <u>(7)</u>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	0 <u>(7)</u>	\$ 0 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

