

YELP INC  
Form 8-K  
October 31, 2013

**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): October 30, 2013**

**YELP INC.**

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

**Delaware**  
**(State of incorporation)**

**001-35444**  
**(Commission**

**20-1854266**  
**(IRS Employer**

**File No.)**  
**140 New Montgomery Street, 9<sup>th</sup> Floor**

**Identification No.)**

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**San Francisco, CA 94105**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (415) 908-3801**

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 (see General Instruction A.2. below):

- .. 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 1.01 Entry into a Material Definitive Agreement.**

On October 30, 2013, Yelp Inc. (the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with Goldman, Sachs & Co., as representative of the several underwriters named in Schedule I thereto (the *Underwriters*), to issue and sell 3,750,000 shares of Class A common stock of the Company (*Common Stock*) in a public offering pursuant to a Registration Statement on Form S-3 (File No. 333-191967) and a related prospectus and prospectus supplement, in each case filed with the Securities and Exchange Commission (the *Offering*). In addition, the Company granted the Underwriters an option to purchase, for a period of 30 days, up to an additional 562,500 shares of Common Stock. The Company estimates that the net proceeds from the Offering will be approximately \$240.7 million, or approximately \$276.9 million if the Underwriters exercise in full their option to purchase additional shares of Common Stock, in each case after deducting underwriting discounts and commissions and estimated offering expenses. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01 Other Events.**

On October 30, 2013, the Company issued a press release announcing that it had priced the Offering. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

A copy of the legal opinion as to the legality of the shares of Common Stock to be issued and sold in the Offering is filed as Exhibit 5.1 to this Current Report on Form 8-K.

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement by and among Yelp Inc. and Goldman, Sachs & Co., dated October 30, 2013.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
99.1	Press release issued by Yelp Inc. entitled <i>Yelp Announces Pricing of Follow-On Offering</i> , dated October 30, 2013.

**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: October 31, 2013

YELP INC.

By: /s/ Rob Krolik  
Rob Krolik  
Chief Financial Officer

**INDEX TO EXHIBITS**

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