Stoppelman Jeremy Form 4 December 18, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31, Expires:

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0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person * Stoppelman Jeremy

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(Last)

(Instr. 3)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/14/2017

YELP INC [YELP]

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

below)

C/O YELP INC., 140 NEW MONTGOMERY ST., 9TH FL.

> 4. If Amendment, Date Original Filed(Month/Day/Year)

Chief Executive Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94105

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities

(Month/Day/Year)

Code

(Instr. 8)

Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount

(Instr. 3, 4 and 5)

D

(D) Price \$

Transaction(s) (Instr. 4) (Instr. 3 and 4)

See Footnote

Common 12/14/2017 Stock

 $S^{(1)}$ 13,000

42.3177 2,596,310 (2)

 $I^{(3)}$

(3)

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

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
							Expiration		or		
							Date	little Num	Number		
				~					of		
				Code V	(A) (D)				Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Stoppelman Jeremy C/O YELP INC. 140 NEW MONTGOMERY ST., 9TH FL. SAN FRANCISCO, CA 94105	X		Chief Executive Officer				

Date

Signatures

/s/ Donna Hammer, 12/18/2017 Attorney-in-fact **Signature of Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Shares were sold pursuant to a duly adopted 10b5-1 trading plan.
- The sales price reported is the weighted average sale price for the number of shares sold. These shares were sold in multiple transactions (2) at prices ranging from \$42.145 to \$42.57, inclusive. Full information regarding the number of shares sold at each separate price will be supplied upon request by Securities and Exchange Commission Staff, the Issuer or a security holder of the Issuer.
- Shares are held by Jeremy Stoppelman as Trustee UA 03/16/10 Jeremy Stoppelman Revocable Trust. The Reporting Person holds voting and dispositive power over the shares.

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.

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