OPENTABLE INC Form 4 May 29, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

2005

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

January 31, Expires:

Table I. Non Derivative Securities Acquired Disposed of an Peneficially Or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading IAC/INTERACTIVECORP Issuer Symbol OPENTABLE INC [OPEN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _ Other (specify Officer (give title 555 WEST 18TH STREET 05/27/2009 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Zip)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

NEW YORK, NY 10011

(State)

(City)

(- 3)	()	1 ab	ie i - Non-i	Derivative Sec	curities Acq	uirea, Disposea oi	, or Beneficial	iy Ownea
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)	ctiomr 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 Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(D) Prio	e (msu. 5 and 4)		
Common Stock, par value \$0.0001	05/27/2009		C	2,177,550	A \$0 (1)	2,177,550	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Series B Preferred Stock	\$ 0 (1)	05/27/2009		C		2,177,550	05/27/2009(1)	(2)	Common Stock, par value \$0.0001	2,177

Reporting Owners

Reporting Owner Name / Address	Relationships						
• •	Director	10% Owner	Officer	Other			
IAC/INTERACTIVECORP 555 WEST 18TH STREET NEW YORK, NY 10011		X					

Signatures

Tanya M. Stanich, Assistant
Secretary

05/29/2009

**Signature of Reporting Person Date

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) Each share of Series B Preferred Stock converted automatically on a 1-for-1 basis into shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering on May 27, 2009.
- (2) The expiration date is no longer relevant to these securities, given that each share of Series B Preferred Stock converted automatically on a 1-for-1 basis into shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering on May 27, 2009.

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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