

YELP INC  
Form 8-K  
May 27, 2015

**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): May 20, 2015**

**YELP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**001-35444**  
(Commission File No.)

**20-1854266**  
(IRS Employer Identification No.)

**140 New Montgomery Street, 9<sup>th</sup> Floor  
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:

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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 20, 2015, Yelp Inc. (the Company) held its 2015 Annual Meeting of Stockholders (the Annual Meeting) at the St. Regis San Francisco located at 125 3<sup>rd</sup> Street, San Francisco, California 94103. At the Annual Meeting, the Company's stockholders voted on three proposals, each of which is described in more detail in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 10, 2015 (the Proxy Statement). The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

Each of the three nominees for Class III director was elected to serve until the Company's 2018 Annual Meeting of Stockholders or until his successor has been duly elected and qualified. The voting results were as follows:

| Director Name     | Votes For  | Votes Withheld | Broker Non-Votes | Percentage of Votes in Favor |
|-------------------|------------|----------------|------------------|------------------------------|
| Geoff Donaker     | 97,901,184 | 1,590,319      | 16,179,749       | 98.4%                        |
| Robert Gibbs      | 97,598,434 | 1,893,069      | 16,179,749       | 98.1%                        |
| Jeremy Stoppelman | 98,303,343 | 1,188,160      | 16,179,749       | 98.8%                        |

The Company's stockholders ratified the selection by the Audit Committee of the Board of Directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2015. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|-------------|---------------|-------------|------------------|------------------------------|
| 109,497,930 | 4,986,600     | 1,186,722   |                  | 94.7%                        |

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement. The voting results were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|------------|---------------|-------------|------------------|------------------------------|
| 94,512,406 | 4,929,722     | 49,375      | 16,179,749       | 95.0%                        |

**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: May 27, 2015

YELP INC.

By:

/s/ Jeremy Stoppelman  
Jeremy Stoppelman  
Chief Executive Officer

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