

Wilson Laurence
Form 4
March 05, 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 *
Wilson Laurence

(Last) (First) (Middle)

C/O YELP INC., 706 MISSION ST.,
7TH FLOOR

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

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

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

03/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

General Counsel and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	03/01/2013		C ⁽¹⁾		10,623 A \$ 0	10,623	D
Class A Common Stock	03/01/2013		S ⁽²⁾		\$ 21.83 6,248	6,248	D
Class A Common Stock	03/01/2013		S ⁽²⁾		\$ 23 0	0	D
Class A Common	03/05/2013		C ⁽¹⁾		\$ 0 10,000	10,000	D

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Stock

Class A

Common 03/05/2013 S⁽²⁾ 10,000 D \$ 24 0 D

Stock

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. SEC 1474 (9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.32	03/01/2013		M		(4)	11/04/2017	Class B Common Stock	6,248
Class B Common Stock	(5) (6)	03/01/2013		M	6,248	(5)(6)	(7)	Class A Common Stock	6,248
Class B Common Stock	(5) (6)	03/01/2013		C	10,623	(5)(6)	(7)	Class A Common Stock	10,623
Employee Stock Option (Right to Buy)	\$ 0.32	03/05/2013		M		(4)	11/04/2017	Class B Common Stock	10,000
Class B Common Stock	(5) (6)	03/05/2013		M	10,000	(5)(6)	(7)	Class A Common Stock	10,000
Class B Common Stock	(5) (6)	03/05/2013		C	10,000	(5)(6)	(7)	Class A Common Stock	10,000

