

Baker Charles
 Form 4
 February 11, 2019

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 *
 Baker Charles

(Last) (First) (Middle)
 140 NEW MONTGOMERY ST, 9TH FLOOR
 (Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/07/2019 | | A | (A) or (D) Amount 20,690 (1) | \$ 0 132,169 (2) | D | |
| Common Stock | | | | | 1,750 (3) (4) | I | See Footnote 4 |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 36.25 | 02/07/2019 | | A | 83,900 | (5) 02/07/2029 | Common Stock | 83,900 |
| Performance Rights | (6) | 02/07/2019 | | A | 20,690 | (6) 02/07/2023 | Common Stock | 20,690 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Baker Charles 140 NEW MONTGOMERY ST 9TH FLOOR SAN FRANCISCO, CA 94105 | | | Chief Financial Officer | |

Signatures

/s/ Donna Hammer,
Attorney-in-Fact

02/11/2019

**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) Represents the grant of restricted stock units that vest in quarterly installments over four years from the date of grant.
- (2) Includes 398 shares purchased under the Issuer's 2012 Employee Stock Purchase Plan ("ESPP") on 11/30/18.
- (3) Since the date of the Reporting Person's last ownership report, he transferred, as trustee of his family trust, 1,750 shares of common stock to his former spouse pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his former spouse.
- (4) Shares are held by the Reporting Person as trustee of his family trust. The Reporting Person holds voting and dispositive power over the shares.
- (5) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date.
- (6)

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The performance rights are subject to both a performance goal and time-based vesting. The rights are eligible to vest only if the average closing price of the issuer's stock equals or exceeds \$45.3125 over any 60-trading day period during the four years following the grant date. If the performance goal is met, the rights will vest quarterly over four years following the grant date, subject to the reporting person's continued service. Any rights that have met the time-based vesting schedule at the time the performance goal is achieved will fully vest as of such date, and thereafter any remaining unvested rights will continue vesting solely according to the time-based vesting schedule, subject to the continuous service requirement.

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.