

Patel Vivek
 Form 3
 March 15, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Patel Vivek		(Month/Day/Year)	YELP INC [YELP]	
(Last)	(First)	(Middle)	03/07/2019	
140 NEW MONTGOMERY ST.,			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
9TH FL			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
SAN FRANCISCO, CA 94105			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Product Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	116,324 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option (Right to Buy)	Â (2)	01/02/2025	Common Stock 11,000 \$ 55.15	D Â
Employee Stock Option (Right to Buy)	Â (3)	01/04/2026	Common Stock 4,478 \$ 27.6	D Â
Employee Stock Option (Right to Buy)	Â (4)	01/03/2027	Common Stock 9,967 \$ 38.22	D Â
Employee Stock Option (Right to Buy)	Â (5)	01/16/2028	Common Stock 16,400 \$ 43.58	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patel Vivek 140 NEW MONTGOMERY ST., 9TH FL SAN FRANCISCO, CA 94105	Â	Â	Â Chief Product Officer	Â

Signatures

/s/ Donna Hammer, 03/15/2019
Attorney-in-fact

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
Includes an aggregate of 92,631 unvested restricted stock units, which vest as follows: a) 4,242 shares that vest in equal quarterly installments over four years following the grant date of January 4, 2016; b) 11,084 shares that vest in equal quarterly installments over four years following the grant date of January 3, 2017; c) 14,553 shares that vest in equal quarterly installments over four years following the grant date of January 16, 2018; d) 42,785 shares that vest in equal quarterly installments over four years following the grant date of January 8, 2019; and e) 19,967 shares that vest in equal quarterly installments over two years following the grant date of January 8, 2019.
- (1) Fully vested.
- (2) Fully vested.
- (3) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of January 4, 2016.
- (4) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of January 3, 2017.
- (5) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date of January 16, 2018.

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.