

OPENTABLE INC
Form 3
May 20, 2009

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 | |
| Â BALKANSKI ALEXANDRE | | | (Month/Day/Year) | OPENTABLE INC [OPEN] | |
| (Last) | (First) | (Middle) | 05/20/2009 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2480 SAND HILL ROAD,Â SUITE 200 | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| MENLO PARK,Â CAÂ 94025 | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

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, \$0.0001 par value | 1,699,586 | I | See Footnote ⁽¹⁾ |
| Common Stock, \$0.0001 par value | 1,677,930 | I | See Footnote ⁽²⁾ |

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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|------------------|
| Series A Preferred Stock | Â (3) | Â (4) | Common Stock | 3,007,951 (5) | \$ 0 | I | See Footnote (1) |
| Series A Preferred Stock | Â (3) | Â (4) | Common Stock | 2,968,629 (5) | \$ 0 | I | See Footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BALKANSKI ALEXANDRE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| SPURLOCK STEVEN M 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Signatures

/s/ Steven M. Spurlock, by power of attorney for Alexandre Balkanski 05/20/2009

__Signature of Reporting Person Date

/s/ Steven M. Spurlock 05/20/2009

__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).
- (1) Alexandre Balkanski, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 1,675,523 shares of common stock reported in column 2 of Table I and the 2,964,260 shares of Series A Preferred Stock reported in column 3 of Table II which may be deemed beneficially held by BCMC IV. In addition, Mr. Balkanski may be deemed to share voting and dispositive power over 24,063 shares of common stock and 43,691 shares of Series A Preferred Stock held by his family trust.
- (2) Steven M. Spurlock, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 1,675,523 shares of common stock reported in column 2 of Table I and the 2,964,260 shares of Series A Preferred Stock reported in column 3 of Table II which may be deemed beneficially held by BCMC IV. In addition, Mr. Spurlock may be deemed to share voting and dispositive power over 2,407 shares of common stock and 4,369 shares of Series A Preferred Stock held by his family trust.
- (3) The securities are immediately convertible.
- (4) The expiration date is not relevant to the conversion of these securities.
- (5) Each share of preferred stock will automatically convert on a 1-for-1 basis into common stock upon the closing of the Issuer's initial public offering.

Â
Remarks:

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Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, An

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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