

OPENTABLE INC  
Form 4  
November 29, 2010

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 \*  
**GURLEY J WILLIAM**

2. Issuer Name and Ticker or Trading Symbol  
**OPENTABLE INC [OPEN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2480 SAND HILL ROAD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)  
11/24/2010

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

(Street)

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

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

MENLO PARK, CA 94025

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

(City) (State) (Zip)

### 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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, \$0.0001 par value | 11/24/2010                           |  | S                              | 1,279   | D \$ 71.75  | 143,786  | D                                 |
| Common Stock, \$0.0001 par value | 11/24/2010                           |  | S                              | 13,000  | D \$ 70.44 <sup>(1)</sup>   | 130,786  | D                                 |
| Common Stock, \$0.0001 par value | 11/26/2010                           |  | S                              | 5,000   | D \$ 70   | 125,786  | D                                 |

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|   |            |   |        |   |                |           |   |                           |
|---|------------|---|--------|---|----------------|-----------|---|---------------------------|
| Common<br>Stock,<br>\$0.0001<br>par value | 11/26/2010 | S | 35,400 | D | \$ 71.5<br>(2) | 90,386    | D |                           |
| Common<br>Stock,<br>\$0.0001<br>par value | 11/26/2010 | S | 2,500  | D | \$ 72          | 87,886    | D |                           |
| Common<br>Stock,<br>\$0.0001<br>par value |            |   |        |   |                | 1,735,680 | I | See<br>Footnote<br>3. (3) |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GURLEY J WILLIAM<br>2480 SAND HILL ROAD, SUITE 200<br>MENLO PARK, CA 94025 |               | X         |         |       |

## Signatures

/s/ Steven M. Spurlock, by power of attorney for J. William  
Gurley

11/29/2010

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.06 to \$70.53, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1 to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.00 to \$71.91, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2 to this Form 4.

(3) Benchmark Capital Management Co. IV, LLC ("BCMC IV") is the general partner of each of Benchmark Capital Partners IV, L.P., Benchmark Founders Fund IV, L.P., Benchmark Founders Fund IV-A, L.P., Benchmark Founders Fund IV-B, L.P. and Benchmark Founders Fund IV-X, L.P., and may be deemed to have the sole voting and dispositive power over the 1,735,680 shares of common stock held by such entities. Mr. Gurley is a managing member of BCMC IV. BCMC IV and each of its managing members disclaim beneficial ownership of the shares held by such entities except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC IV or any of its managing members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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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