

YELP INC  
Form S-8  
February 24, 2016

As filed with the Securities and Exchange Commission on February 24, 2016

Registration No. 333-

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

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**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**YELP INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of Incorporation or organization)

**20-1854266**

(I.R.S. Employer Identification No.)

**140 New Montgomery Street, 9<sup>th</sup> Floor  
San Francisco, California 94105**  
(Address of principal executive offices) (Zip code)

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**2012 Equity Incentive Plan, As Amended**  
(Full title of the plan)

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**Laurence Wilson  
Senior Vice President & General Counsel  
Yelp Inc.  
140 New Montgomery Street, 9<sup>th</sup> Floor  
San Francisco, California 94105  
(415) 908-3801**

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

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Copies to:

**David G. Peinsipp  
Cooley LLP  
101 California Street, 5<sup>th</sup> Floor  
San Francisco, California 94111  
(415) 693-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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## CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, par value \$0.000001 per share	3,039,312(2)	\$17.45(3)	\$53,035,994.40(3)	\$5,340.72
<p>(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of Registrant's Class A Common Stock that become issuable under the plan set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Class A Common Stock.</p> <p>(2) Represents shares of Class A Common Stock that were automatically added to the shares reserved for issuance under the Registrant's 2012 Equity Incentive Plan, as amended (the 2012 Plan ), on January 1, 2016 pursuant to an evergreen provision contained in the 2012 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2012 Plan automatically increases on January 1<sup>st</sup> of each year, starting on January 1, 2013 and continuing through January 1, 2022, by the lesser of (i) 4% of the total number of shares of the Registrant's capital stock outstanding on December 31 of the immediately preceding calendar year, and (ii) a number determined by the Registrant's board of directors.</p> <p>(3) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$17.45 per share, the average of the high and low prices of the Registrant's Class A Common Stock on February 17, 2016 as reported on the New York Stock Exchange.</p>				

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,039,312 shares of Class A Common Stock of Yelp Inc. (the Registrant) issuable pursuant to the Yelp Inc. 2012 Equity Incentive Plan, as amended (the 2012 Plan). These additional shares of Class A Common Stock are securities of the same class as other securities for which an original registration statement on Form S-8 (File No. 333-180221) was filed with the Securities and Exchange Commission on March 19, 2012. These additional shares of Class A Common Stock have become reserved for issuance as a result of the operation of the evergreen provision of the 2012 Plan, which provides that the total number of shares subject to such plan will be increased on the first day of each fiscal year pursuant to a specified formula.

**PART II**

**ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The following documents filed by the Registrant with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

(a) The contents of the earlier registration statements on Form S-8 relating to the 2012 Plan, previously filed with the Securities and Exchange Commission on March 19, 2012 (File No. 333-180221), March 26, 2013 (File No. 333-187545), October 31, 2013 (File No. 333-192016), March 3, 2014 (File No. 333-194260) and February 27, 2015 (File No. 333-202332);

(b) The description of the Registrant's Class A Common Stock contained in a registration statement on Form 8-A filed with the Securities and Exchange Commission on February 27, 2012 (File No. 001-35444) under the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description;

(c) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2015, which includes audited financial statements for the Registrant's latest fiscal year, filed with the Securities and Exchange Commission on February 24, 2016; and

(d) The Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 8, 2016 (except the information and exhibit furnished under Items 2.02 and 9.01).

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except as to any portion of any future annual, quarterly or current report of the Registrant or document that is not deemed filed under such provisions. Unless expressly incorporated into this Registration Statement, a report (or portion thereof) furnished on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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## ITEM 8. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Yelp Inc.	8-K	001-35444	3.1	3/9/2012	
3.2	Amended and Restated Bylaws of Yelp Inc.	S-1/A	333-178030	3.4	2/3/2012	
4.1	Reference is made to Exhibits 3.1 and 3.2.					
4.2	Form of Class A Common Stock Certificate.	S-1/A	333-178030	4.1	2/3/2012	
4.3	Form of Class B Common Stock Certificate.	S-1/A	333-178030	4.2	2/3/2012	
5.1	Opinion of Cooley LLP.					X
23.1	Consent of Cooley LLP (included in Exhibit 5.1).					X
23.2	Consent of Independent Registered Public Accounting Firm.					X
24.1	Power of Attorney (included on signature page).					X
99.1	2012 Equity Incentive Plan, as amended.	8-K	001-35444	10.1	6/11/2013	
99.2	Form of Option Agreement and Grant Notice and RSU Award Agreement and Grant Notice under the 2012 Equity Incentive Plan, as amended.	S-1/A	333-178030	10.17	2/3/2012	

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on this 24<sup>th</sup> of February, 2016.

**YELP INC.**

By: /s/ Jeremy Stoppelman  
 Jeremy Stoppelman  
 Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Geoff Donaker and Laurence Wilson, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him or her, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Jeremy Stoppelman Jeremy Stoppelman	Chief Executive Officer and Director (Principal Executive Officer)	February 24, 2016
/s/ Geoff Donaker Geoff Donaker	Chief Operating Officer and Director	February 24, 2016
/s/ Rob Krolik Rob Krolik	Chief Financial Officer (Principal Financial and Accounting Officer)	February 24, 2016
/s/ Diane Irvine Diane Irvine	Chairperson	February 24, 2016
/s/ Fred Anderson Fred Anderson	Director	February 24, 2016
/s/ Peter Fenton Peter Fenton	Director	February 24, 2016
/s/ Robert Gibbs Robert Gibbs	Director	February 24, 2016
/s/ Jeremy Levine Jeremy Levine	Director	February 24, 2016
/s/ Mariam Naficy Mariam Naficy	Director	February 24, 2016



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