

YELP INC
Form SC 13G
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No ____)

YELP, INC.

(Name of Issuer)

Class A Common Stock, par value \$0.000001 per share

(Title of Class of Securities)

985817105

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input checked="" type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input type="checkbox"/>	Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons

Maverick Capital, Ltd. – 75-2482446

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Texas

		Sole Voting Power
	5	4,360,359
Number of Shares		Shared Voting Power
Beneficially Owned	6	0
by Each Reporting		Sole Dispositive Power
Person With	7	4,360,359
		Shared Dispositive Power
	8	0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

4,360,359

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented in Amount in Row 9

6.6%

12 Type of Reporting Person (See Instructions)

IA

CUSIP No. 985817105

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Names of Reporting Persons

1

Maverick Capital Management, LLC – 75-2686461

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a)

(b)

SEC Use Only

3

Citizenship or Place of Organization

4

Texas

Sole Voting Power

5

4,360,359

Shared Voting Power

Number of Shares
Beneficially Owned
by Each Reporting
Person With

6

0

Sole Dispositive Power

7

4,360,359

Shared Dispositive Power

8

0

Aggregate Amount Beneficially Owned by Each Reporting Person

9

4,360,359

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10

Percent of Class Represented in Amount in Row 9

11

6.6%

Type of Reporting Person (See Instructions)

12

HC

CUSIP No. 985817105

SCHEDULE 13G/A

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1 Names of Reporting Persons
 Lee S. Ainslie III

2 Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization
 United States

	5	Sole Voting Power	
		4,360,359	
Number of Shares	6	Shared Voting Power	
Beneficially Owned		0	
by Each Reporting	7	Sole Dispositive Power	
Person With		4,360,359	
	8	Shared Dispositive Power	
		0	

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 4,360,359

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented in Amount in Row 9
 6.6%

12 Type of Reporting Person (See Instructions)
 HC

CUSIP No. 985817105

SCHEDULE 13G/A

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Names of Reporting Persons

1

Andrew H. Warford

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a)

(b)

SEC Use Only

3

Citizenship or Place of Organization

4

United States

Sole Voting Power

5

4,360,359

Shared Voting Power

Number of Shares
Beneficially Owned
by Each Reporting
Person With

6

0

Sole Dispositive Power

7

4,360,359

Shared Dispositive Power

8

0

Aggregate Amount Beneficially Owned by Each Reporting Person

9

4,360,359

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10

Percent of Class Represented in Amount in Row 9

11

6.6%

Type of Reporting Person (See Instructions)

12

IN

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Item 1(a) Name of Issuer:

Yelp, Inc.

Item1(b) Address of Issuer's Principal Executive Offices:

140 New Montgomery Street
9th Floor
San Francisco, CA 94105

Item 2(a) Name of Person Filing:

This Schedule 13G (the "Schedule 13G") is being filed on behalf of each of the following persons (each, a "Reporting Person"):

- (i) Maverick Capital, Ltd.;
- (ii) Maverick Capital Management, LLC;
- (iii) Lee S. Ainslie III ("Mr. Ainslie"); and
- (iv) Andrew H. Warford ("Mr. Warford").

The Schedule 13G relates to Shares (as defined herein) held for the accounts of Maverick Capital, Ltd.'s clients.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of (i) Maverick Capital, Ltd. and Maverick Capital Management, LLC is 300 Crescent Court, 18th Floor, Dallas, Texas 75201, and (ii) Mr. Ainslie and Mr. Warford is 767 Fifth Avenue, 11th Floor, New York, New York 10153.