

OPENTABLE INC  
Form 8-K  
June 24, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 23, 2009**

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**OPENTABLE, INC.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34357**  
(Commission File No.)

**94-3374049**  
(I.R.S. Employer  
Identification No.)

**799 Market Street, 4th Floor, San Francisco, California**  
(Address of principal executive offices)

**94103**  
(Zip Code)

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Registrant's telephone number, including area code: **(415) 344-4200**

**Not Applicable**

(Former name or former address if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 23, 2009, OpenTable, Inc. ( OpenTable or the Company ) and Comerica Bank ( Comerica ) entered into a second amendment (the Amendment ) to the Loan and Security Agreement, dated July 30, 2007, between the parties, as previously amended September 18, 2008 (as previously amended, the Agreement ). The Agreement provides for a \$3.0 million line of credit from Comerica to OpenTable to fund working capital.

Pursuant to the Amendment, the parties agreed to, among other things, extend the expiration date of the line of credit from July 2009 to July 2010, change the interest rate applicable to any advances made under the Agreement to a prime referenced rate plus 0.50% per annum, and replace the minimum revenue requirement under the Agreement with a requirement that the Company maintain a certain financial ratio on a quarterly basis.

The foregoing description of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Agreement, which was filed as Exhibit 10.9 to the Company's Registration Statement on Form S-1 on January 30, 2009 and incorporated herein by reference, and the Amendment, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | Second Amendment to Loan and Security Agreement, dated as of June 23, 2009, by and between Comerica Bank and OpenTable, Inc. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 24, 2009

OPENTABLE, INC.

By:

/s/ Matthew Roberts  
Matthew Roberts  
*Chief Financial Officer*

**INDEX TO EXHIBITS**

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