

OPENTABLE INC

Form 4

July 28, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GURLEY J WILLIAM

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE, CA 94062

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/24/2014		U ⁽²⁾	119,450 D	\$ 103 0	D	
Common Stock	07/24/2014		U ⁽²⁾	25,000 D	\$ 103 0	I	JG & AG Family Partners, LP

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 71.13	07/24/2014		D	10,800	07/24/2014 ⁽¹⁾ 06/10/2024	Common Stock 10,800 ⁽³⁾
Stock Option (right to buy)	\$ 64.26	07/24/2014		D	10,800	06/05/2014 06/04/2023	Common Stock 10,800 ⁽³⁾
Stock Option (right to buy)	\$ 39.95	07/24/2014		D	10,800	06/07/2013 06/06/2022	Common Stock 10,800 ⁽³⁾
Stock Option (right to buy)	\$ 80.7	07/24/2014		D	10,800	06/07/2012 06/06/2021	Common Stock 10,800 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GURLEY J WILLIAM 2965 WOODSIDE ROAD WOODSIDE, CA 94062	X

Signatures

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

07/28/2014

__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) On June 11, 2014, the issuer granted Mr. Gurley an option to purchase 10,800 shares of Common Stock in accordance with the terms of the OpenTable Independent Director Equity Comp Plan. The options automatically vest in full and become exercisable immediately prior to a Change in Control, as defined in the Plan.

(2) On July 24, 2014, The Priceline Group, Inc., a Delaware corporation, acquired the issuer pursuant to that certain merger agreement between issuer, The Priceline Group and Rhombus, a Delaware corporation and wholly owned subsidiary of The Priceline Group, dated as of June 12, 2014 (the "Merger Agreement"). At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$103.00 in cash (the "per-share merger consideration"). In addition, all outstanding vested options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes.

(3) These Stock Options, were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration, less the exercise price of the option.

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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