

IMPACT ENTREPRENEURS FUND LP
Form 4
May 27, 2009

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 *
Impact Venture Advisors, LLC

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)
2705 WESTLAKE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2009

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

AUSTIN, TX 78746

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$0.0001 par value | 05/27/2009 | | C | 162,954 | A <u>(1)</u> 241,414 | D <u>(2)</u> | |
| Common Stock, \$0.0001 par value | 05/27/2009 | | C | 2,202,140 | A <u>(1)</u> 3,262,439 | D <u>(3)</u> | |
| Common Stock, \$0.0001 par value | 05/27/2009 | | C | 2,365,094 | A <u>(1)</u> 3,503,853 | I | See Footnote <u>(4)</u> |

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

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(9-02)

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 |
| Series A Preferred Stock | (1) | 05/27/2009 | | C | 162,954 | (1) (5) | Common Stock 162,954 |
| Series A Preferred Stock | (1) | 05/27/2009 | | C | 2,202,140 | (1) (5) | Common Stock 2,202,140 |
| Series A Preferred Stock | (1) | 05/27/2009 | | C | 2,365,094 | (1) (5) | Common Stock 2,365,094 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Impact Venture Advisors, LLC 2705 WESTLAKE DRIVE AUSTIN, TX 78746 | | X | | |
| IMPACT ENTREPRENEURS FUND LP 2705 WESTLAKE DRIVE AUSTIN, TX 78746 | | X | | |

Signatures

/s/ Adam R. Dell 05/27/2009
 **Signature of Date
 Reporting Person

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).

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- (1) Each one share of Series A Preferred Stock automatically converted into one share of Common Stock immediately prior to the completion of the Issuer's initial public offering.
- (2) The shares are held directly by Impact Entrepreneurs Fund, L.P. ("IEF").
- (3) The shares are held directly by Impact Venture Partners, L.P. ("IVP").
Impact Venture Advisors, LLC ("IVA"), the Designated Filer, is the sole general partner of each of IEF and IVP and may be deemed to have sole voting and dispositive power over the 3,503,853 shares of common stock held by such entities. Adam R. Dell, the manager of IVA, may also be deemed to have sole voting and dispositive power over the 3,503,853 shares of common stock held by such entities. IVA and Mr. Dell disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (5) The expiration date is not relevant to the conversion of these securities.

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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