

OPENTABLE INC  
Form 4  
November 13, 2013

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dodson Michael E.

(Last) (First) (Middle)

C/O OPENTABLE, INC., 1  
MONTGOMERY STREET, SUITE  
700

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/11/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Sr. VP Global Sales

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/11/2013		M	2,629	A \$ 4.875	2,629	D
Common Stock	11/11/2013		S <sup>(3)</sup>	1,329	D \$ 77.2872	1,300	D
Common Stock	11/11/2013		S <sup>(3)</sup>	1,300	D \$ 77.9426	0	D
Common Stock	11/11/2013		M	1,720	A \$ 24.97	1,720	D

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Common Stock	11/11/2013	S <sup>(3)</sup>	1,720	D	\$ 80	0	D
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Common Stock	4,000	I	By Family Trust <sup>(6)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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
Stock Option	\$ 4.875	11/11/2013		M		2,629		03/20/2007 <sup>(1)</sup>	02/04/2017	Common Stock	2,629
Stock Option	\$ 24.97	11/11/2013		M		1,720		03/20/2012 <sup>(2)</sup>	01/21/2020	Common Stock	1,720

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dodson Michael E. C/O OPENTABLE, INC. 1 MONTGOMERY STREET, SUITE 700 SAN FRANCISCO, CA 94104			Sr. VP Global Sales	

## Signatures

/s/ Michael E.  
Dodson 11/13/2013

                     \*\*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) This stock option was fully vested as of February 19, 2012.

The shares subject to the option will vest and become exercisable in 24 successive and equal monthly installments measured from

(2) February 20, 2012, such that 100% of the shares subject to the option will vest in full and be exercisable on February 20, 2014, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.

(3) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 28, 2013.

The transaction was executed in multiple trades in prices ranging from \$76.61 to \$77.565, inclusive. The price reported in Column 4

(4) above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.

The transaction was executed in multiple trades in prices ranging from \$77.62 to \$78.38, inclusive. The price reported in Column 4 above

(5) reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.

(6) These shares are held by Michael E. Dodson and Jessica R. Dodson, as trustees of the Dodson Family Trust, under agreement dated February 19, 2009.

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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