

Baker Charles
Form 4
February 11, 2019

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 *
Baker Charles

(Last) (First) (Middle)

140 NEW MONTGOMERY
ST, 9TH FLOOR

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

YELP INC [YELP]

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

02/07/2019

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 below) ____ Other (specify
below) below)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/07/2019		A	(A) or (D) Amount 20,690 (1)	\$ 0 132,169 (2)	D	
Common Stock					1,750 (3) (4)	I	See Footnote 4

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

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(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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.25	02/07/2019		A	83,900	(5) 02/07/2029	Common Stock	83,900
Performance Rights	(6)	02/07/2019		A	20,690	(6) 02/07/2023	Common Stock	20,690

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Charles 140 NEW MONTGOMERY ST 9TH FLOOR SAN FRANCISCO, CA 94105			Chief Financial Officer	

Signatures

/s/ Donna Hammer,
Attorney-in-Fact

02/11/2019

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) Represents the grant of restricted stock units that vest in quarterly installments over four years from the date of grant.

(2) Includes 398 shares purchased under the Issuer's 2012 Employee Stock Purchase Plan ("ESPP") on 11/30/18.

(3) Since the date of the Reporting Person's last ownership report, he transferred, as trustee of his family trust, 1,750 shares of common stock to his former spouse pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his former spouse.

(4) Shares are held by the Reporting Person as trustee of his family trust. The Reporting Person holds voting and dispositive power over the shares.

(5) The shares underlying the stock option vest in equal monthly installments over 48 months following the grant date.

(6)

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The performance rights are subject to both a performance goal and time-based vesting. The rights are eligible to vest only if the average closing price of the issuer's stock equals or exceeds \$45.3125 over any 60-trading day period during the four years following the grant date. If the performance goal is met, the rights will vest quarterly over four years following the grant date, subject to the reporting person's continued service. Any rights that have met the time-based vesting schedule at the time the performance goal is achieved will fully vest as of such date, and thereafter any remaining unvested rights will continue vesting solely according to the time-based vesting schedule, subject to the continuous service requirement.

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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