

OPENTABLE INC
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 *
GURLEY J WILLIAM

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)
2480 SAND HILL ROAD, SUITE 200

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

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

(Street)
MENLO PARK, CA 94025

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.0001 par value	05/27/2009		C		2,964,260	A	Ⓣ	4,639,783	I	See Footnote (2)
Common Stock, \$0.0001 par value	05/27/2009		C		21,845	A	Ⓣ	33,876	D	

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
Series A Preferred Stock	(1)	05/27/2009		C	2,964,260	(1) (3)	Common Stock 2,964,260
Series A Preferred Stock	(1)	05/27/2009		C	21,845	(1) (3)	Common Stock 21,845

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GURLEY J WILLIAM 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Steven M. Spurlock Steven M. Spurlock, by power of attorney for J. William Gurley 05/27/2009

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) 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.
J. William Gurley, a managing member of Benchmark Capital Management Co. IV, LLC ("BCMC IV"), may be deemed to share voting and dispositive power over the 4,639,783 shares of Common Stock that may be deemed beneficially held by BCMC IV. In addition, Mr.
- (2) Gurley directly holds 33,876 shares of Common Stock. Mr. Gurley disclaims beneficial ownership of these shares except for the 33,876 shares of Common Stock he owns of record and to the extent of his pecuniary interest in the remaining shares, and the filing of this report is not an admission that Mr. Gurley is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (3) 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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