

OPENTABLE INC
Form 4
November 09, 2010

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 *
BALKANSKI ALEXANDRE

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE
200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.0001 par value	11/08/2010		J ⁽¹⁾		1,883,688	D	\$ 0	1,914,574	I	See Footnote (2)
Common Stock, \$0.0001 par value	11/08/2010		J ⁽¹⁾		1,883,688	D	\$ 0	1,755,156	I	See Footnote (3)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BALKANSKI ALEXANDRE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X
SPURLOCK STEVEN M 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X

Signatures

/s/ Steven M. Spurlock, by power of attorney 11/09/2010

__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) Benchmark Capital Partners IV, L.P., Benchmark Founders Fund IV, L.P., Benchmark Founders Fund IV-A, L.P. Benchmark Founders Fund IV-B, L.P., Benchmark Founders Fund IV-X, L.P. and their affiliates (the "Benchmark IV Funds") made pro rata distributions for no consideration of an aggregate of 1,883,688 shares of common stock of the issuer to their respective partners on November 8, 2010.
- (2) Alexandre Balkanski, aa managing member of Benchmark Capital Management Co. IV, L.L.C., which serves as the general partner to each of the Benchmark IV Funds ("BCMC IV"), may be deemed to share voting and dispositive power over the shares of Common Stock that may be deemed beneficially held by BCMC IV. In addition, Mr. Balkanski may be deemed to share voting and dispositive power over 178,894 shares of common stock held by his family trust, which includes 62,523 shares of common stock which represents

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pro rata allocation of distribution described above.

- (3) Steven M. Spurlock, a managing member of Benchmark Capital Management Co. IV, L.L.C., which serves as the general partner to each of the Benchmark IV Funds ("BCMC IV"), may be deemed to share voting and dispositive power over the shares of Common Stock that may be deemed beneficially held by BCMC IV. In addition, Mr. Spurlock may be deemed to share voting and dispositive power over 19,456 shares of common stock held by his family trust, which includes 14,617 shares of common stock which represents pro rata allocation of distribution described above

Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock are t

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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