

YELP INC  
Form 8-K  
April 18, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 13, 2016**

**YELP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**001-35444**  
(Commission File No.)

**20-1854266**  
(IRS Employer Identification No.)

**140 New Montgomery Street, 9<sup>th</sup> Floor  
San Francisco, CA 94105**  
(Address of principal executive offices and zip code)  
Registrant's telephone number, including area code: **(415) 908-3801**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 13, 2016, at the 2016 Annual Meeting of Stockholders (the Annual Meeting ) of Yelp Inc. (the Company ), the Company s stockholders approved the amendment of the Company s 2012 Equity Incentive Plan, as amended (the 2012 Plan ), to:

increase the aggregate number of shares of the Company s Class A common stock reserved for issuance under the 2012 Plan by 3,000,000 shares, from 25,590,061 to 28,590,061 shares; and

increase the maximum number of shares of the Company s Class A common stock that may be automatically added to the share reserve on January 1 of each year from January 1, 2017 through (and including) January 1, 2022 pursuant to the evergreen provision of the plan, from 4.0% to 7.0% of the total number of shares of the Company s capital stock outstanding on December 31 of the preceding calendar year.

The Company s Board of Directors (the Board ) and the Compensation Committee of the Board approved the amendment of the 2012 Plan (as amended, the Second Amended 2012 Plan ), subject to stockholder approval, on January 27, 2016.

Approval of the Second Amended 2012 Plan also constituted approval of terms and conditions in the Second Amended 2012 Plan that will permit the Company to grant stock options and performance awards under the Second Amended 2012 Plan that may qualify as performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Second Amended 2012 Plan became effective immediately upon stockholder approval at the Annual Meeting.

A more detailed summary of the material features of the Second Amended 2012 Plan is set forth in the Company s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on March 4, 2016 (the Proxy Statement ). Each of that summary and the foregoing description is qualified in its entirety by reference to the text of the Second Amended 2012 Plan, a copy of which is attached as Exhibit 10.1 hereto and is incorporated into this Item 5.02 by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On April 13, 2016, the Company held its Annual Meeting via a live audio webcast. At the Annual Meeting, the Company s stockholders voted on four proposals, each of which is described in more detail in the Proxy Statement. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter, and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

Each of the three nominees for Class I director was elected to serve until the Company s 2019 Annual Meeting of Stockholders, or until his successor has been duly elected and qualified. The voting results were as follows:

| Director Name         | Votes For   | Votes Withheld | Broker Non-Votes | Percentage of Votes in Favor |
|-----------------------|-------------|----------------|------------------|------------------------------|
| Fred D. Anderson, Jr. | 107,388,623 | 8,409,571      | 20,330,168       | 92.7%                        |
| Peter Fenton          | 106,364,080 | 9,434,114      | 20,330,168       | 91.9%                        |
| Jeremy Levine         | 111,821,925 | 3,976,269      | 20,330,168       | 96.6%                        |

The Company s stockholders ratified the selection by the Audit Committee of the Board of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the year ending December 31, 2016. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|-------------|---------------|-------------|------------------|------------------------------|
| 129,625,157 | 6,435,914     | 67,291      |                  | 95.2%                        |

The Company s stockholders approved, on an advisory basis, the compensation of the Company s named executive officers as disclosed in the Proxy Statement. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|-------------|---------------|-------------|------------------|------------------------------|
| 109,606,656 | 2,376,585     | 3,814,953   | 20,330,168       | 94.7%                        |

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The Company's stockholders approved the Second Amended 2012 Plan. The voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> | <b>Percentage of Votes in Favor</b> |
|------------------|----------------------|--------------------|-------------------------|-------------------------------------|
| 92,734,595       | 19,251,655           | 3,811,944          | 20,330,168              | 80.1%                               |

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>                      |
|-----------------------|---|
| 10.1                  | 2012 Equity Incentive Plan, as amended. |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 18, 2016

YELP INC.

By: /s/ Laurence Wilson  
Laurence Wilson  
Senior Vice President & General Counsel

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**INDEX TO EXHIBITS**

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