

OPENTABLE INC
Form 4
July 28, 2014

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 *
BATTLE A GEORGE

(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)
07/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/24/2014		U(1)	33,999 D	\$ 103 0	D	
Common Stock	07/24/2014		U(1)	1,500 D	\$ 103 0	I	By Stepdaughter (4)
Common Stock	07/24/2014		U(1)	3,000 D	\$ 103 0	I	By Son (5)
Common Stock	07/24/2014		U(1)	3,000 D	\$ 103 0	I	By Daughter (6)

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

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(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)
Stock Option	\$ 42.84	07/24/2014		D	10,800	06/22/2011 06/21/2020	Common Stock 10,800 (3)
Stock Option	\$ 80.7	07/24/2014		D	10,800	06/07/2012 06/06/2021	Common Stock 10,800 (3)
Stock Option	\$ 39.95	07/24/2014		D	10,800	06/07/2013 06/06/2022	Common Stock 10,800 (3)
Stock Option	\$ 64.26	07/24/2014		D	10,800	06/05/2014 06/04/2023	Common Stock 10,800 (3)
Stock Option	\$ 71.13	07/24/2014		D	10,800	07/24/2014 ⁽²⁾ 06/10/2024	Common Stock 10,800 (3)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BATTLE A GEORGE
C/O OPENTABLE, INC.
1 MONTGOMERY STREET, SUITE 700
SAN FRANCISCO, CA 94104

X

Signatures

/s/ John J. Orta as Attorney in Fact for Mr. Battle

07/28/2014

**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) On July 24, 2014, The Priceline Group, Inc., a Delaware corporation, acquired the issuer pursuant to that certain merger agreement between issuer, The Priceline Group and Rhombus, a Delaware corporation and wholly owned subsidiary of The Priceline Group, dated as of June 12, 2014 (the "Merger Agreement"). At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$103.00 in cash (the "per-share merger consideration"). In addition, all outstanding vested options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes.

(2) On June 11, 2014, the issuer granted Mr. Battle an option to purchase 10,800 shares of Common Stock in accordance with the terms of the OpenTable Independent Director Equity Comp Plan. The options automatically vest in full and become exercisable immediately prior to a Change in Control, as defined in the Plan.

(3) These Stock Options, were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration, less the exercise price of the option.

(4) Mr. Battle disclaims beneficial ownership of the shares held by his stepdaughter except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(5) Mr. Battle disclaims beneficial ownership of the shares held by his son except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(6) Mr. Battle disclaims beneficial ownership of the shares held by his daughter except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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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