

YELP INC
Form SC 13G/A
March 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

YELP INC.

(Name of Issuer)

CLASS A COMMON STOCK, \$0.000001 PAR VALUE

(Title of Class of Securities)

985817105

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Deer VI & Co. LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF **8,679,454***
 6. SHARED VOTING POWER
 SHARES

BENEFICIALLY

0
 OWNED BY 7. SOLE DISPOSITIVE POWER
 EACH

REPORTING

8,679,454*
 PERSON WITH 8. SHARED DISPOSITIVE POWER

0
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,679,454*
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.1%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* Represents shares of Class A common stock of the Issuer (the Class A Common Stock) underlying shares of Class B common stock of the Issuer (the Class B Common Stock) beneficially owned by the Reporting Persons, which shares of Class B Common Stock are convertible, at the option of the holder, into shares of Class A Common Stock on a 1-for-1 basis (determined in accordance with Rule 13d-3 of the Act). The percentage of shares beneficially owned as set forth in row 11 above is based on 23,380,283 shares of Class A Common Stock of the Issuer outstanding as of December 31, 2012, as reported to the Reporting Persons on March 6, 2013. This Schedule 13G amendment is being filed to correct the number of shares of Class A Common Stock outstanding as of December 31, 2012 that was previously reported in our Schedule 13G, filed on February 12, 2013.

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bessemer Venture Partners Co-Investment L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF **2,482,645***
6. SHARED VOTING POWER
SHARES

BENEFICIALLY

0
OWNED BY 7. SOLE DISPOSITIVE POWER
EACH

REPORTING

PERSON WITH **2,482,645***
8. SHARED DISPOSITIVE POWER

0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,679,454*
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.1%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Represents shares of Class A Common Stock underlying shares of Class B Common Stock beneficially owned by the Reporting Persons, which shares of Class B Common Stock are convertible, at the option of the holder, into shares of Class A Common Stock on a 1-for-1 basis (determined in accordance with Rule 13d-3 of the Act). The percentage of shares beneficially owned as set forth in row 11 above is based on 23,380,283 shares of Class A Common Stock of the Issuer outstanding as of December 31, 2012, as reported to the Reporting Persons on March 6, 2013. This Schedule 13G amendment is being filed to correct the number of shares of Class A Common Stock outstanding as of December 31, 2012 that was previously reported in our Schedule 13G, filed on February 12, 2013.

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bessemer Venture Partners VI Institutional L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF **145,802***
6. SHARED VOTING POWER
SHARES

BENEFICIALLY

0
OWNED BY 7. SOLE DISPOSITIVE POWER
EACH

REPORTING

PERSON WITH **145,802***
8. SHARED DISPOSITIVE POWER

0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,679,454*
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.1%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Represents shares of Class A Common Stock underlying shares of Class B Common Stock beneficially owned by the Reporting Persons, which shares of Class B Common Stock are convertible, at the option of the holder, into shares of Class A Common Stock on a 1-for-1 basis (determined in accordance with Rule 13d-3 of the Act). The percentage of shares beneficially owned as set forth in row 11 above is based on 23,380,283 shares of Class A Common Stock of the Issuer outstanding as of December 31, 2012, as reported to the Reporting Persons on March 6, 2013. This Schedule 13G amendment is being filed to correct the number of shares of Class A Common Stock outstanding as of December 31, 2012 that was previously reported in our Schedule 13G, filed on February 12, 2013.

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bessemer Venture Partners VI L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF **6,051,007***
6. SHARED VOTING POWER
SHARES

BENEFICIALLY

0
OWNED BY 7. SOLE DISPOSITIVE POWER
EACH

REPORTING

6,051,007*
PERSON WITH 8. SHARED DISPOSITIVE POWER

0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,679,454*
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

27.1%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Represents shares of Class A Common Stock underlying shares of Class B Common Stock beneficially owned by the Reporting Persons, which shares of Class B Common Stock are convertible, at the option of the holder, into shares of Class A Common Stock on a 1-for-1 basis (determined in accordance with Rule 13d-3 of the Act). The percentage of shares beneficially owned as set forth in row 11 above is based on 23,380,283 shares of Class A Common Stock of the Issuer outstanding as of December 31, 2012, as reported to the Reporting Persons on March 6, 2013. This Schedule 13G amendment is being filed to correct the number of shares of Class A Common Stock outstanding as of December 31, 2012 that was previously reported in our Schedule 13G, filed on February 12, 2013.

Item 1(a). Name of Issuer:

Yelp Inc. (the Issuer)

Item 1(b). Address of Issuer's Principal Executive Offices:

706 Mission St., San Francisco, California 94103

Item 2(a). Name of Person Filing:

This statement is being filed by the following persons with respect to certain shares (the Shares) of Class A Common Stock of the Issuer. Bessemer Venture Partners Co-Investment L.P. (BVP Co-Invest), Bessemer Venture Partners VI Institutional L.P. (BVP VI Institutional) and Bessemer Venture Partners VI L.P. (BVP VI) and, collectively, the Funds) directly own shares of Class B Common Stock, which are convertible on a one-to-one basis at the option of the holder into shares of Class A Common Stock.

(a) Deer VI & Co. LLC (Deer VI), the sole general partner of each of the Funds;

(b) BVP Co-Invest, which owns 2,482,645 Shares;

(c) BVP VI Institutional, which owns 145,802 Shares; and

(d) BVP VI, which owns 6,051,007 Shares.

Deer VI, BVP Co-Invest, BVP VI Institutional and BVP VI are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons:

c/o Bessemer Venture Partners

1865 Palmer Avenue; Suite 104

Larchmont, NY 10583

Item 2(c). Citizenship:

Deer VI Delaware

BVP Co-Invest Delaware

BVP VI Institutional Delaware

BVP VI Delaware

Item 2(d). Title of Class of Securities:

Class A Common Stock, \$0.000001 par value

Item 2(e). CUSIP Number:

985817105

Item 3. Not Applicable.

Item 4. Ownership.

The Reporting Persons hold shares of Class B Common Stock. Each share of Class B Common Stock is convertible on a one-to-one basis at the option of the holder into a share of Class A Common Stock.

For Deer VI:

(a) Amount beneficially owned: 8,679,454 shares of Class A Common Stock

(b) Percent of class: 27.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 8,679,454

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 8,679,454

(iv) Shared power to dispose or to direct the disposition of: 0

For BVP Co-Invest:

(a) Amount beneficially owned: 8,679,454 shares of Class A Common Stock

(b) Percent of class: 27.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 2,482,645

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 2,482,645

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(iv) Shared power to dispose or to direct the disposition of: 0

For BVP VI Institutional:

(a) Amount beneficially owned: 8,679,454 shares of Class A Common Stock

(b) Percent of class: 27.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 145,802

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 145,802

(iv) Shared power to dispose or to direct the disposition of: 0

For BVP VI:

(a) Amount beneficially owned: 8,679,454 shares of Class A Common Stock

(b) Percent of class: 27.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 6,051,007

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 6,051,007

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

As the general partner of the Funds, Deer VI may be deemed to beneficially own all 8,679,454 Shares held directly by the Funds and have the power to direct the dividends from or the proceeds of the sale of such Shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Exhibit 2 sets forth information regarding the identity of members of a group. The Reporting Persons disclaim membership in a group and this report shall not be deemed an admission by any of the Reporting Persons that they are or may be members of a group for purposes of Rule 13d-5 or for any other purpose.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 12, 2013

DEER VI & CO. LLC

By: /s/ J. Edmund Colloton
Name: J. Edmund Colloton
Title: Executive Manager

BESSEMER VENTURE PARTNERS
CO-INVESTMENT L.P.

By: Deer VI & Co. LLC, General Partner

By: /s/ J. Edmund Colloton
Name: J. Edmund Colloton
Title: Executive Manager

BESSEMER VENTURE PARTNERS VI
INSTITUTIONAL L.P.

By: Deer VI & Co. LLC, General Partner

By: /s/ J. Edmund Colloton
Name: J. Edmund Colloton
Title: Executive Manager

BESSEMER VENTURE PARTNERS VI L.P.

By: Deer VI & Co. LLC, General Partner

By: /s/ J. Edmund Colloton
Name: J. Edmund Colloton
Title: Executive Manager

EXHIBIT INDEX

- Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended
- Exhibit 2. List of Members of Group

Exhibit 1

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Date: March 12, 2013

DEER VI & CO. LLC

By: /s/ J. Edmund Colloton
Name: J. Edmund Colloton
Title: Executive Manager

BESSEMER VENTURE PARTNERS
CO-INVESTMENT L.P.

By: Deer VI & Co. LLC, General Partner

By: /s/ J. Edmund Colloton
Name: J. Edmund Colloton
Title: Executive Manager

BESSEMER VENTURE PARTNERS VI
INSTITUTIONAL L.P.

By: Deer VI & Co. LLC, General Partner

By: /s/ J. Edmund Colloton
Name: J. Edmund Colloton
Title: Executive Manager

BESSEMER VENTURE PARTNERS VI L.P.

By: Deer VI & Co. LLC, General Partner

By: /s/ J. Edmund Colloton
Name: J. Edmund Colloton
Title: Executive Manager

Exhibit 2

Members of Group

Deer VI & Co. LLC

Bessemer Venture Partners Co-Investment L.P.

Bessemer Venture Partners VI Institutional L.P.

Bessemer Venture Partners VI L.P.