Hu George Form 3 March 11, 2019

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

140 NEW MONTGOMERY

STREET, 9TH FLOOR

Person *

Hu George

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/01/2019

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

YELP INC [YELP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

(Street)

X Director Officer (give title below) (specify below)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

SAN FRANCISCO. CAÂ 94105

(City) (State)

1. Title of Security (Instr. 4)

2. Amount of Securities

(Instr. 4)

Beneficially Owned

Ownership Form: Direct (D)

or Indirect (I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

(Zip)

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(Instr. 4)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise Price of

Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of

Shares

Derivative Security

Direct (D) or Indirect (I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hu George
140 NEW MONTGOMERY STREET 9TH FLOOR

SAN FRANCISCO, CAÂ 94105

Signatures

/s/ Donna Hammer, Attorney-in-fact 03/11/2019

**Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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