

YELP INC
Form SC 13G/A
February 05, 2014

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

YELP INC.

(Name of Issuer)

CLASS A COMMON STOCK, \$0.000001 PAR VALUE

(Title of Class of Securities)

985817105

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

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

.. 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

SHARES

-0-

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0-

8. SHARED DISPOSITIVE POWER

WITH

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. -0-
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. 0%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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

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-0-

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0%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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

SHARES

-0-

6. SHARED VOTING POWER

BENEFICIALLY

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12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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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

SHARES

-0-

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-

EACH

7. SOLE DISPOSITIVE POWER

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PERSON

-0-

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WITH

-0-

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 985817105

13G

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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 owned shares of Class B Common Stock, which were 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;

(c) BVP VI Institutional; and

(d) BVP VI.

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 held shares of Class B Common Stock. Each share of Class B Common Stock was 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: 0 shares of Class A Common Stock
- (b) Percent of class: 0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: -0-

For BVP Co-Invest:

- (a) Amount beneficially owned: 0 shares of Class A Common Stock
- (b) Percent of class: 0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: -0-

(iv) Shared power to dispose or to direct the disposition of: -0-
For BVP VI Institutional:

(a) Amount beneficially owned: 0 shares of Class A Common Stock

(b) Percent of class: 0%

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

(i) Sole power to vote or to direct the vote: -0-

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

(iii) Sole power to dispose or to direct the disposition of: -0-

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

For BVP VI:

(a) Amount beneficially owned: 0 shares of Class A Common Stock

(b) Percent of class: 0%

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

(i) Sole power to vote or to direct the vote: -0-

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

(iii) Sole power to dispose or to direct the disposition of: -0-

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

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

Yes.

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

Not applicable.

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.

Not applicable.

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: January 31, 2014

DEER VI & CO. LLC

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

BESSEMER VENTURE PARTNERS CO-INVESTMENT

By: Deer VI & Co. LLC, General Partner

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

BESSEMER VENTURE PARTNERS VI INSTITUTIONAL

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. List of Members of Group