

ROBERTS MATTHEW  
Form 3  
May 20, 2009

**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)

<p>1. Name and Address of Reporting Person *  <b>ROBERTS MATTHEW</b>                  (Last) (First) (Middle)</p> <p>C/O OPENTABLE, INC., 799                  MARKET STREET, FOURTH                  FLOOR                  (Street)</p> <p>SAN                  FRANCISCO, CA 94103-2048                  (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement                  (Month/Day/Year)                  05/20/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol  <b>OPENTABLE INC [OPEN]</b></p> <p>4. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.0001 par value	109,332 <sup>(1)</sup>	I	By Trust <sup>(2)</sup>
Common Stock, \$0.0001 par value	15,449	I	By GRAT <sup>(3)</sup>
Common Stock, \$0.0001 par value	8,550	I	By GRAT <sup>(4)</sup>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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## Edgar Filing: ROBERTS MATTHEW - Form 3

	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â (5)	08/08/2015	Common Stock	68,266	\$ 1.5	D	Â
Stock Option (right to buy)	Â (6)	02/04/2017	Common Stock	71,999	\$ 4.875	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS MATTHEW C/O OPENTABLE, INC. 799 MARKET STREET, FOURTH FLOOR SAN FRANCISCO, CA 94103-2048	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Matthew J. Roberts  
05/20/2009

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* 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).
- (1) A portion of these shares is subject to a right of repurchase held by the Issuer.
  - (2) These shares are held by the Roberts Family Trust, dated April 24, 2008.
  - (3) These shares are held by the Matthew Roberts Annuity Trust, dated April 24, 2008.
  - (4) These shares are held by Matthew John Roberts 2009 Annuity Trust, U/D/T dated April 8, 2009.
- The initial option was for 134,933 shares, 66,666 of which were immediately exercisable, an additional 66,666 were immediately exercisable on December 31, 2005 and the remaining 1,601 were immediately exercisable on December 31, 2006. The shares vest
- (5) pursuant to the following schedule: 25% of the shares subject to the option vest on the first anniversary of the vesting commencement date and 1/48th of the shares subject to the option vest on each monthly anniversary of the vesting commencement date thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.
- The shares vest pursuant to the following schedule: 1/24th of the shares subject to the option vest on each monthly anniversary of the
- (6) vesting commencement date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.

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.