

OPENTABLE INC  
Form SC14D9C  
June 13, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

**Solicitation/Recommendation Statement**

**Under Section 14(d)(4) of the Securities Exchange Act of 1934**

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**OPENTABLE, INC.**

(Name of Subject Company)

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**OPENTABLE, INC.**

(Name of Person Filing Statement)

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**Common Stock, par value \$0.0001 per share**

(Title of Class of Securities)

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**68372A104**

(CUSIP Number of Class of Securities)

**Matthew J. Roberts**

**Chief Executive Officer**

**OpenTable, Inc.**

**One Montgomery Street, 7th Floor**

**San Francisco, CA 94104**

**(415) 344-4200**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the persons filing statement)

With copies to:

**Patrick A. Pohlen, Esq.**

**Luke J. Bergstrom, Esq.**

**Latham & Watkins**

**140 Scott Drive**

**Menlo Park, California 94025**

**(650) 328-4600**

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x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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The information set forth under Items 1.01 and 8.01 (including all exhibits attached thereto and incorporated therein by reference) of the Current Report on Form 8-K filed by OpenTable, Inc. on June 13, 2014 is incorporated herein by reference.

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