

YELP INC  
Form 8-K  
January 14, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 8, 2015**

**YELP INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**001-35444**  
(Commission File No.)

**20-1854266**  
(IRS Employer Identification No.)

**140 New Montgomery Street, 9<sup>th</sup> Floor  
San Francisco, CA 94105**  
(Address of principal executive offices and zip code)  
Registrant's telephone number, including area code: **(415) 908-3801**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Certain Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 8, 2015, the Compensation Committee (the *Compensation Committee*) of the Board of Directors (the *Board*) of Yelp Inc. (the *Company*), pursuant to the authority delegated to it by the Board, approved certain compensation arrangements for the Company's named executive officers (as defined in Item 402(a)(3) of Regulation S-K promulgated by the Securities and Exchange Commission (the *SEC*)) (collectively, the *Executive Officers*).

*Base Salaries*

The Compensation Committee determined not to make any changes to the Executive Officers' annual base salaries at this time. Accordingly, each Executive Officer's base salary will remain at its current level, as set forth in the table below. The Company will continue to pay for healthcare benefits for each of the Executive Officers.

*Equity Awards*

The Compensation Committee approved the grant of (a) options to purchase shares of the Company's Class A common stock (the *Options*) and (b) restricted stock units of the Company's Class A common stock (the *RSUs*, and together with the Options, the *Equity Awards*) to the Executive Officers, as set forth in the table below.

The Compensation Committee granted the Equity Awards pursuant to, and in accordance with the terms and conditions of, the Company's 2012 Equity Incentive Plan, as amended (the *Plan*), the Forms of Option Agreement and Grant Notice (together, the *Option Agreements*) and the Forms of RSU Agreement and Grant Notice (together, the *RSU Agreements*) previously filed with the SEC. Each Option will have an exercise price of \$53.83 per share, representing the fair market value of the Company's Class A common stock on the date of grant as determined under the terms of the Plan, and a term of 10 years from the date of grant.

Named Executive Officer	Title	Annual		
		Base Salary	Options	RSUs
Jeremy Stoppelman	Chief Executive Officer	\$ 1.00	32,600 <sup>(1)</sup>	
Geoff Donaker	Chief Operating Officer	\$ 1.00	26,100 <sup>(1)</sup>	
Rob Krolik	Chief Financial Officer	\$ 325,000.00	3,300 <sup>(1)</sup>	
Joseph R. ( Jed ) Nachman	Senior Vice President of Revenue	\$ 325,000.00	24,450 <sup>(2)</sup>	40,311 <sup>(3)</sup>
Laurence Wilson	Senior Vice President, Legal and User Operations, General Counsel and Secretary	\$ 325,000.00	24,450 <sup>(2)</sup>	40,311 <sup>(3)</sup>

- (1) 1/24<sup>th</sup> of the shares underlying this Option will vest each month for two years following the date of grant, provided that such Executive Officer is providing services to the Company at the time of each such vesting.
- (2) The shares underlying this Option vest over four years, as follows: 10% of the shares will vest in equal monthly installments over the 12-month period following the date of grant; 20% of the shares will vest in equal monthly installments over the second 12-month period following the date of grant; 30% of the shares will vest in equal monthly installments over the third 12-month period following the date of grant; and 40% of the shares will vest in equal monthly installments over the fourth 12-month period following the date of grant, such that the shares underlying the Option will be fully vested on the fourth anniversary of the date of grant, provided that such Executive Officer is providing services to the Company at the time of each such vesting.
- (3) The shares subject to this RSU vest over four years, as follows: 2.5% of the shares will vest on each of February 20, 2015, May 20, 2015, August 20, 2015 and November 20, 2015; 5.0% of the shares will vest on each of February 20, 2016, May 20, 2016, August 20, 2016 and November 20, 2016; 7.5% of the shares will vest on each of February 20, 2017, May 20, 2017, August 20, 2017 and November 20, 2017; and 10.0% of the shares will vest on each of February 20, 2018, May 20, 2018, August 20, 2018 and November 20, 2018, provided that such Executive Officer is providing services to the Company at the time of each such vesting.

The foregoing is only a brief description of the material terms of the Options and RSUs, does not purport to be complete and is qualified in its entirety by reference to the Plan, Option Agreements and RSU Agreements.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 13, 2015

YELP INC.

By:

/s/ Rob Krolik  
Rob Krolik  
Chief Financial Officer