

OPENTABLE INC
Form 4
July 28, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Meyer Daniel Harris

(Last) (First) (Middle)

C/O OPENTABLE, INC., 1
MONTGOMERY STREET, SUITE
700

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OPENTABLE INC [OPEN]

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 07/24/2014 | | U ⁽¹⁾ | 11,664 D | \$ 103 | 0 | I |
| | | | | | | | By Trust (4) |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: OPENTABLE INC - Form 4

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 7.75 | 07/24/2014 | | D | | 32,000 | | 03/12/2008 | 03/26/2018 | Common Stock | 32,000 (3) |
| Stock Option | \$ 42.84 | 07/24/2014 | | D | | 10,800 | | 06/22/2011 | 06/21/2020 | Common Stock | 10,800 (3) |
| Stock Option | \$ 80.7 | 07/24/2014 | | D | | 10,800 | | 06/07/2012 | 06/06/2021 | Common Stock | 10,800 (3) |
| Stock Option | \$ 39.95 | 07/24/2014 | | D | | 10,800 | | 06/07/2013 | 06/06/2022 | Common Stock | 10,800 (3) |
| Stock Option | \$ 64.26 | 07/24/2014 | | D | | 10,800 | | 06/05/2014 | 06/04/2023 | Common Stock | 10,800 (3) |
| Stock Option | \$ 71.13 | 07/24/2014 | | D | | 10,800 | | 07/24/2014 ⁽²⁾ | 06/10/2024 | Common Stock | 10,800 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Meyer Daniel Harris C/O OPENTABLE, INC. 1 MONTGOMERY STREET, SUITE 700 SAN FRANCISCO, CA 94104 | | | X | |

Signatures

/s/ John J. Orta as Attorney in Fact for Mr. Meyer 07/28/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) On July 24, 2014, The Priceline Group, Inc., a Delaware corporation, acquired the issuer pursuant to that certain merger agreement between issuer, The Priceline Group and Rhombus, a Delaware corporation and wholly owned subsidiary of The Priceline Group, dated as of June 12, 2014 (the "Merger Agreement"). At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$103.00 in cash (the "per-share merger consideration"). In addition, all outstanding vested options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price of the options), payable without interest and less any required withholding taxes.

Edgar Filing: OPENTABLE INC - Form 4

- On June 11, 2014, the issuer granted Mr. Meyer an option to purchase 10,800 shares of Common Stock in accordance with the terms of
- (2) the OpenTable Independent Director Equity Comp Plan. The options automatically vested in full and became exercisable immediately prior to the Merger pursuant to the Plan.
 - (3) These Stock Options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration, less the exercise price of the option.
 - (4) These shares were held by the Daniel H. Meyer Investment Trust.

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.