

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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BATTLE A GEORGE**

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|---|
|                                       |                                         |                                                             | Code                     | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                           | Price                                                             |   |
| Common<br>Stock                       | 07/24/2014                              |                                                             | U(1)                     |                                                                         | 33,999                                                                                                             | D                                                                          | \$<br>103                                                         | 0 |
| Common<br>Stock                       | 07/24/2014                              |                                                             | U(1)                     |                                                                         | 1,500                                                                                                              | D                                                                          | \$<br>103                                                         | 0 |
| Common<br>Stock                       | 07/24/2014                              |                                                             | U(1)                     |                                                                         | 3,000                                                                                                              | D                                                                          | \$<br>103                                                         | 0 |
| Common<br>Stock                       | 07/24/2014                              |                                                             | U(1)                     |                                                                         | 3,000                                                                                                              | D                                                                          | \$<br>103                                                         | 0 |

By  
Stepdaughter  
(4)

By Son (5)

By Daughter  
(6)

# Edgar Filing: OPENTABLE INC - Form 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)

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

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships                    |
|-----------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                     | Director 10% Owner Officer Other |
| BATTLE A GEORGE<br>C/O OPENTABLE, INC.<br>1 MONTGOMERY STREET, SUITE 700<br>SAN FRANCISCO, CA 94104 | X                                |

## Signatures

/s/ John J. Orta as Attorney in Fact for Mr.  
Battle

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 in the case of options), payable without interest and less any required withholding taxes.

(2) On June 11, 2014, the issuer granted Mr. Battle an option to purchase 10,800 shares of Common Stock in accordance with the terms of the OpenTable Independent Director Equity Comp Plan. The options automatically vest in full and become exercisable immediately prior to a Change in Control, as defined in 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) Mr. Battle disclaims beneficial ownership of the shares held by his stepdaughter except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(5) Mr. Battle disclaims beneficial ownership of the shares held by his son except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(6) Mr. Battle disclaims beneficial ownership of the shares held by his daughter except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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