

BENCHMARK FOUNDERS FUND IV LP  
 Form 4  
 May 27, 2009

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BENCHMARK CAPITAL MANAGEMENT CO IV LLC**

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/27/2009**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.0001 par value	05/27/2009		C		2,180,111	A	<u>(1)</u> 3,332,884
Common Stock, \$0.0001 par value	05/27/2009		C		624,820	A	<u>(1)</u> 955,382
Common Stock, \$0.0001 par value	05/27/2009		C		81,536	A	<u>(1)</u> 124,649
							D <u>(2)</u>
							D <u>(3)</u>
							D <u>(4)</u>

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Common Stock, \$0.0001 par value	05/27/2009	C	24,272	A	<u>(1)</u>	37,107	D <sup>(5)</sup>	
Common Stock, \$0.0001 par value	05/27/2009	C	2,964,260	A	<u>(1)</u>	4,639,783	I	See Footnote <sup>(6)</sup>
Common Stock, \$0.0001 par value	05/27/2009	C	3,073,486	A	<u>(1)</u>	4,809,165	I	See Footnote <sup>(7)</sup>
Common Stock, \$0.0001 par value	05/27/2009	C	3,073,486	A	<u>(1)</u>	4,809,165	I	See Footnote <sup>(8)</sup>
Common Stock, \$0.0001 par value	05/27/2009	C	3,073,486	A	<u>(1)</u>	4,809,165	I	See Footnote <sup>(9)</sup>
Common Stock, \$0.0001 par value	05/27/2009	C	2,986,105	A	<u>(1)</u>	4,673,659	I	See Footnote <sup>(10)</sup>
Common Stock, \$0.0001 par value						106,764	D <sup>(11)</sup>	

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.**

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(9-02)

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

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
	<u>(1)</u>	05/27/2009		C	2,180,111	<u>(1)</u>	<u>(12)</u>		2,180,111

Series A Preferred Stock							Common Stock	
Series A Preferred Stock	(1)	05/27/2009	C	624,820	(1)	(12)	Common Stock	624,820
Series A Preferred Stock	(1)	05/27/2009	C	81,536	(1)	(12)	Common Stock	81,536
Series A Preferred Stock	(1)	05/27/2009	C	24,272	(1)	(12)	Common Stock	24,272
Series A Preferred Stock	(1)	05/27/2009	C	2,964,260	(1)	(12)	Common Stock	2,964,260
Series A Preferred Stock	(1)	05/27/2009	C	3,073,486	(1)	(12)	Common Stock	3,073,486
Series A Preferred Stock	(1)	05/27/2009	C	3,073,486	(1)	(12)	Common Stock	3,073,486
Series A Preferred Stock	(1)	05/27/2009	C	3,073,486	(1)	(12)	Common Stock	3,073,486
Series A Preferred Stock	(1)	05/27/2009	C	2,986,105	(1)	(12)	Common Stock	2,986,105

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENCHMARK CAPITAL MANAGEMENT CO IV LLC 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
BENCHMARK CAPITAL PARTNERS IV LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		
BENCHMARK FOUNDERS FUND IV LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025		X		

BENCHMARK FOUNDERS FUND IV A LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X
BENCHMARK FOUNDERS FUND IV-B LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X
BENCHMARK FOUNDERS FUND IV-X LP 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X
RACHLEFF ANDREW S 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X
HARVEY KEVIN 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X
DUNLEVIE BRUCE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X
KAGLE ROBERT 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X

## Signatures

/s/ Steven M. Spurlock, as managing member of Benchmark Capital Management Co. IV, L.L.C.	05/27/2009
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Capital Partners IV, L.P.	05/27/2009
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund IV, L.P.	05/27/2009
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund IV-A, L.P.	05/27/2009
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund IV-B, L.P.	05/27/2009
**Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Founders' Fund IV-X, L.P.	05/27/2009
**Signature of Reporting Person	Date

