YELP INC
Form SC 13G/A
February 14, 2017

AMENDMENT TO SCHEDULE FILED TO REPORT ACQUISITION OF BENEFICIAL OWNERSHIP

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)*

Yelp Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

985817105

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 985817105

1. Names of Reporting Persons

Max Levchin

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:		
	5. Sole Voting Power	2,955,194 shares(1)
	6. Shared Voting Power	Not applicable.
	7. Sole Dispositive Power	2,955,194 shares(1)
	8. Shared Dispositive Power	Not applicable.

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,955,194 shares(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

3.7%(2)

12. Type of Reporting Person (see instructions)

IN

(1) Consists of (a) 613,437 shares of Common Stock held of record by Mr. Levchin and (b) 2,341,757 shares of Common Stock held of record by PENSCO Trust Company FBO Max Levchin.

(2) Based on 79,429,833 shares of Common Stock outstanding on December 31, 2016.

Item 1(a). Name of Issuer: Yelp Inc.

Item 1(b). Address of Issuer s Principal Executive Offices:
140 New Montgomery Street,

San Francisco, CA 94105

Item 2(a). Name of Person Filing: Max Levchin

Item 2(b). Address of Principal Business Office or, if none, Residence: The address and principal business office of the Mr. Levchin is:
744 Montgomery St., 3rd Floor

San Francisco, CA 94111

Item 2(c). Citizenship: Mr. Levchin is a United States citizen.

Item 2(d). Title of Class of Securities: Common Stock Item 2(e). CUSIP Number: 985817105

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) Insurance company as defined in section 3(a)19) of the Act (15 U.S.C. 78c);

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) A non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J);

(k) Group, in accordance with §240.13d 1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d 1(b)(1)(ii)(J), please specify the type of institution:____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 2,955,194 shares (1)

(b) Percent of Class: 3.7% (2)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: Mr. Levchin: 2,955,194 shares (1)

(ii) Shared power to vote or to direct the vote: Not applicable.

(iii) Sole power to dispose or to direct the disposition of: Mr. Levchin: 2,955,194 shares (1)

(iv) Shared power to dispose or to direct the disposition of: Not applicable.

(1) Consists of (a) 613,437 shares of Common Stock held of record by Mr. Levchin and (b) 2,341,757 shares of Class B Common Stock held of record by PENSCO Trust Company FBO Max Levchin.

(2) Based on 79,429,833 shares of Common Stock outstanding on December 31, 2016

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

Item 6. Ownership of More than 5 Percent on Behalf of Another Person Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Max Levchin
Max Levchin

February 14 2017
Date

5.