OPENTABLE INC Form 4

September 30, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * IAC/INTERACTIVECORP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

OPENTABLE INC [OPEN]

(Month/Day/Year)

09/28/2009

Director 10% Owner Other (specify Officer (give title

(Check all applicable)

below)

(Street)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW YORK, NY 10011

555 WEST 18TH STREET

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

4. Securities Acquired (A) 5. Amount of Securities Owned Following

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

Ownership Beneficially Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Common

\$0.0001

(Instr. 3)

Stock, par 09/28/2009 value

Code V Amount

(1)

 $S^{(1)}$

Transaction(s) (Instr. 4) (Instr. 3 and 4)

or (D) Price

(A)

D

1,815,792

\$ 28 361,758 D

Reported

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

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable Da	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
IAC/INTERACTIVECORP							
555 WEST 18TH STREET		X					
NEW YORK, NY 10011							

Signatures

Tanya M. Stanich, Assistant
Secretary

09/30/2009

**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).

Represents shares of common stock, par value \$0.0001, of OpenTable, Inc. ("OpenTable Common Stock") sold by the reporting person in a secondary offering by Merrill Lynch, Pierce, Fenner & Smith Incorporated of 6,974,036 shares of OpenTable Common Stock, which closed on September 28, 2009.

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.

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