

OPENTABLE INC  
Form 4  
July 28, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LAYTON THOMAS**

(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)
				Code V Amount (D) Price			
Common Stock	07/24/2014		U <sup>(1)</sup>	193,550 D \$ 103 0		I	By Trust <sup>(4)</sup>

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 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)	Amount or Number of Shares
Stock Option	\$ 80.7	07/24/2014		D	10,800	06/07/2012 06/06/2021	Common Stock	10,800 <sup>(3)</sup>
Stock Option	\$ 39.95	07/24/2014		D	10,800	06/07/2013 06/06/2022	Common Stock	10,800 <sup>(3)</sup>
Stock Option	\$ 64.26	07/24/2014		D	10,800	06/05/2014 06/04/2023	Common Stock	10,800 <sup>(3)</sup>
Stock Option	\$ 71.13	07/24/2014		D	10,800	07/24/2014 <sup>(2)</sup> 06/10/2024	Common Stock	10,800 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAYTON THOMAS 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. Layton  
 Date: 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. Layton 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.

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(4) These shares are held by the Layton Community Property Trust, dated November 29, 1999, as amended.

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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