

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

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

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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

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/s/ Steven M. Spurlock, by power of attorney for Andrew S. Rachleff	05/27/2009
<u> </u> Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Kevin Harvey	05/27/2009
<u> </u> Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie	05/27/2009
<u> </u> Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Robert C. Kagle	05/27/2009
<u> </u> 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) Each one share of Series A Preferred Stock automatically converted into one share of Common Stock immediately prior to the completion of the Issuer's initial public offering.
- (2) Shares owned by Benchmark Capital Partners IV, L.P. ("BCP IV").
- (3) Shares owned by Benchmark Founders' Fund IV, L.P. ("BFF IV").
- (4) Shares owned directly by Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A").
- (5) Shares owned directly by Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B").
- (6) Benchmark Capital Management Co. IV, LLC ("BCMC IV"), the Designated Filer, is the general partner of each of BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X, and may be deemed to have the sole voting and dispositive power over the 4,639,783 shares of common stock held by such entities. BCMC IV and each of its managing members disclaim beneficial ownership of the shares held by such entities except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC IV and each of its managing members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (7) Andrew S. Rachleff, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 4,639,783 shares of common stock which may be deemed beneficially held by BCMC IV. In addition, Mr. Rachleff may be deemed to share voting and dispositive power over 169,382 shares of common stock held by his family trust.
- (8) Kevin R. Harvey, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 4,639,783 shares of common stock which may be deemed beneficially held by BCMC IV. In addition, Mr. Harvey may be deemed to share voting and dispositive power over 169,382 shares of common stock held by his family trust.
- (9) Bruce Dunlevie, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 4,639,783 shares of common stock which may be deemed beneficially held by BCMC IV. In addition, Mr. Dunlevie may be deemed to share voting and dispositive power over 169,382 shares of common stock held by his family trust.
- (10) Robert Kagle, a managing member of BCMC IV, may be deemed to share voting and dispositive power over 4,639,783 shares of common which may be deemed beneficially held by BCMC IV. In addition, Mr. Kagle may be deemed to share voting and dispositive power over 33,876 shares of common stock.
- (11) Shares owned directly by Benchmark Founders' Fund IV-X, L.P. ("BFF IV-X").
- (12) The expiration date is not relevant to the conversion of these securities.

Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Andrew S. Rachleff and Steven M. Spurlock

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.