

IMPACT ENTREPRENEURS FUND LP

Form 4

May 27, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Impact Venture Advisors, LLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2705 WESTLAKE DRIVE
(Street)

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

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

AUSTIN, TX 78746

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock, \$0.0001 par value	05/27/2009		C	162,954	A <u>1</u> 241,414	D <u>2</u>	
Common Stock, \$0.0001 par value	05/27/2009		C	2,202,140	A <u>1</u> 3,262,439	D <u>3</u>	
Common Stock, \$0.0001 par value	05/27/2009		C	2,365,094	A <u>1</u> 3,503,853	I	See Footnote (4)

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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
Series A Preferred Stock	<u>(1)</u>	05/27/2009		C		162,954		<u>(1)</u>	<u>(5)</u>	Common Stock	162,954
Series A Preferred Stock	<u>(1)</u>	05/27/2009		C		2,202,140		<u>(1)</u>	<u>(5)</u>	Common Stock	2,202,140
Series A Preferred Stock	<u>(1)</u>	05/27/2009		C		2,365,094		<u>(1)</u>	<u>(5)</u>	Common Stock	2,365,094

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Impact Venture Advisors, LLC 2705 WESTLAKE DRIVE AUSTIN, TX 78746		X		
IMPACT ENTREPRENEURS FUND LP 2705 WESTLAKE DRIVE AUSTIN, TX 78746		X		

Signatures

/s/ Adam R. Dell 05/27/2009

**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).

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- (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) The shares are held directly by Impact Entrepreneurs Fund, L.P. ("IEF").
- (3) The shares are held directly by Impact Venture Partners, L.P. ("IVP").
Impact Venture Advisors, LLC ("IVA"), the Designated Filer, is the sole general partner of each of IEF and IVP and may be deemed to have sole voting and dispositive power over the 3,503,853 shares of common stock held by such entities. Adam R. Dell, the manager of IVA, may also be deemed to have sole voting and dispositive power over the 3,503,853 shares of common stock held by such entities. IVA and Mr. Dell disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (4) IVA, may also be deemed to have sole voting and dispositive power over the 3,503,853 shares of common stock held by such entities. IVA and Mr. Dell disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (5) The expiration date is not relevant to the conversion of these securities.

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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