

OPENTABLE INC  
Form S-1MEF  
September 22, 2009

As filed with the Securities and Exchange Commission on September 22, 2009

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-1**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**OPENTABLE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7389**  
(Primary Standard Industrial  
Classification Code Number)

**94-3374049**  
(I.R.S. Employer  
Identification Number)

**799 Market Street, 4th Floor**

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San Francisco, CA 94103

(415) 344-4200

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Jeffrey D. Jordan**

**Chief Executive Officer**

**OpenTable, Inc.**

**799 Market Street, 4th Floor**

**San Francisco, CA 94103**

**(415) 344-4200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies To:**

**Patrick A. Pohlen, Esq.**  
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140 Scott Drive  
Menlo Park, California 94025  
(650) 328-4600

**Alan F. Denenberg, Esq.**  
Davis Polk & Wardwell LLP  
1600 El Camino Real  
Menlo Park, California 94025  
(650) 752-2000

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**Approximate date of commencement of proposed sale to the public:**

**As soon as practicable after this Registration Statement becomes effective.**

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-161568

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	1,292,641	\$ 36,193,948	\$ 2,020

(1) Includes 168,605 shares that the underwriters have the option to purchase to cover overallotments.

(2) The 1,292,641 shares being registered under this Registration Statement are in addition to the 6,727,500 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-161568).

(3) Based on the public offering price.

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**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.**

**EXPLANATORY NOTE AND INCORPORATION OF  
CERTAIN INFORMATION BY REFERENCE**

This registration statement on Form S-1 is being filed with respect to the registration of additional shares of common stock, par value \$0.0001 per share, of OpenTable, Inc., a Delaware corporation (the Company), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of the Company's independent registered public accounting firm. This registration statement relates to the Company's registration statement on Form S-1, as amended (File No. 333-161568), initially filed by the Company on August 26, 2009 and declared effective by the Securities and Exchange Commission (the Commission) on September 22, 2009. The Company is filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock offered by certain selling stockholders named in the original registration statement by 1,292,641 shares, 168,605 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of common stock to cover overallocments, if any. Pursuant to Rule 462(b), the contents of the registration statement on Form S-1, as amended (File No. 333-161568), including the exhibits and the power of attorney thereto, are incorporated by reference into this registration statement.

**UNDERTAKING**

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth in the cover page of this registration statement by wire transfer of such amount to the Commission's account at U.S. Bank as soon as practicable (but no later than the close of business on September 23, 2009); (ii) it will not revoke such instruction; (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee; and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than September 23, 2009.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, we have duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on the 22nd day of September, 2009.

**OPENTABLE, INC.**

By: */s/ JEFFREY JORDAN*  
 Jeffrey Jordan  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<i>/s/ JEFFREY JORDAN</i> Jeffrey Jordan	Chief Executive Officer and Director (principal executive officer)	September 22, 2009
<i>/s/ MATTHEW ROBERTS</i> Matthew Roberts	Chief Financial Officer (principal financial and accounting officer)	September 22, 2009
* A. George Skip Battle	Director	September 22, 2009
* Adam R. Dell	Director	September 22, 2009
* J. William Gurley	Director	September 22, 2009
* Thomas H. Layton	Director	September 22, 2009
* Danny Meyer	Director	September 22, 2009
* Michelle Peluso	Director	September 22, 2009
* Paul Pressler	Director	September 22, 2009

\*By: */s/ JEFFREY JORDAN*  
 Jeffrey Jordan  
*Attorney-in-Fact*



**EXHIBIT INDEX**

Exhibit No.	Description of Exhibit
5.1	Form of Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
24.1	Power of Attorney (incorporated by reference to the signature page included with the Registration Statement on Form S-1 of the Registrant, File No. 333-161568).