

BENCHMARK FOUNDERS FUND IV LP

Form 3

May 20, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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. Date of Event Requiring Statement
 (Month/Day/Year)
 05/20/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.0001 par value	1,152,773	D ⁽¹⁾	Â
Common Stock, \$0.0001 par value	330,562	D ⁽²⁾	Â
Common Stock, \$0.0001 par value	43,113	D ⁽³⁾	Â
Common Stock, \$0.0001 par value	12,835	D ⁽⁴⁾	Â
Common Stock, \$0.0001 par value	106,764	D ⁽⁵⁾	Â
Common Stock, \$0.0001 par value	1,675,523	I	See Footnote ⁽⁶⁾
Common Stock, \$0.0001 par value	1,735,679	I	See Footnote ⁽⁷⁾
Common Stock, \$0.0001 par value	1,735,679	I	See Footnote ⁽⁸⁾
Common Stock, \$0.0001 par value	1,735,679	I	See Footnote ⁽⁹⁾
Common Stock, \$0.0001 par value	1,687,554	I	See Footnote ⁽¹⁰⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (11)	Â (12)	Common Stock	2,180,111 (13)	\$ 0	D (1)	Â
Series A Preferred Stock	Â (11)	Â (12)	Common Stock	624,820 (13)	\$ 0	D (2)	Â
Series A Preferred Stock	Â (11)	Â (12)	Common Stock	81,536 (13)	\$ 0	D (3)	Â
Series A Preferred Stock	Â (11)	Â (12)	Common Stock	24,272 (13)	\$ 0	D (4)	Â
Series A Preferred Stock	Â (11)	Â (12)	Common Stock	2,964,260 (13)	\$ 0	I	See Footnote (6)
Series A Preferred Stock	Â (11)	Â (12)	Common Stock	3,073,486 (13)	\$ 0	I	See Footnote (7)
Series A Preferred Stock	Â (11)	Â (12)	Common Stock	3,073,486 (13)	\$ 0	I	See Footnote (8)
Series A Preferred Stock	Â (11)	Â (12)	Common Stock	3,073,486 (13)	\$ 0	I	See Footnote (9)
Series A Preferred Stock	Â (11)	Â (12)	Common Stock	2,986,105 (13)	\$ 0	I	See Footnote (10)

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	Â	Â X	Â	Â
RACHLEFF ANDREW S	Â	Â X	Â	Â

2480 SAND HILL ROAD
 SUITE 200
 MENLO PARK, CA 94025

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 ^ ^

BENCHMARK FOUNDERS FUND IV LP
 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 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 ^ ^

Signatures

/s/ Steven M. Spurlock, as managing member of Benchmark Capital Management Co. IV, L.L.C.

05/20/2009

**Signature of Reporting Person

Date

/s/ Steven M. Spurlock, as general partner of Benchmark Capital Partners IV, L.P.

05/20/2009

**Signature of Reporting Person

Date

/s/ Steven M. Spurlock, as general partner of Benchmark Capital Founders' Fund IV, L.P.

05/20/2009

**Signature of Reporting Person

Date

/s/ Steven M. Spurlock, as general partner of Benchmark Capital Founders' Fund IV-A, L.P.

05/20/2009

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__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Capital Founders' Fund IV-B, L.P.	05/20/2009
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as general partner of Benchmark Capital Founders' Fund IV-X, L.P.	05/20/2009
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Andrew S. Rachleff	05/20/2009
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Kevin Harvey	05/20/2009
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie	05/20/2009
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Robert C. Kagle	05/20/2009
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares owned by Benchmark Capital Partners IV, L.P. ("BCP IV").
- (2) Shares owned by Benchmark Founders' Fund IV, L.P. ("BFF IV").
- (3) Shares owned directly by Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A").
- (4) Shares owned directly by Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B").
- (5) Shares owned directly by Benchmark Founders' Fund IV-X, L.P. ("BFF IV-X").
- (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 1,675,523 shares of common stock reported in column 2 of Table I and the 2,964,260 shares of Series A Preferred Stock reported in column 3 of Table II 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 1,675,523 shares of common stock reported in column 2 of Table I and the 2,964,260 shares of Series A Preferred Stock reported in column 3 of Table II which may be deemed beneficially held by BCMC IV. In addition, Mr. Rachleff may be deemed to share voting and dispositive power over 60,156 shares of common stock and 109,226 shares of Series A Preferred 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 1,675,523 shares of common stock reported in column 2 of Table I and the 2,964,260 shares of Series A Preferred Stock reported in column 3 of Table II which may be deemed beneficially held by BCMC IV. In addition, Mr. Harvey may be deemed to share voting and dispositive power over 60,156 shares of common stock and 109,226 shares of Series A Preferred 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 1,675,523 shares of common stock reported in column 2 of Table I and the 2,964,260 shares of Series A Preferred Stock reported in column 3 of Table II which may be deemed beneficially held by BCMC IV. In addition, Mr. Dunlevie may be deemed to share voting and dispositive power over 60,156 shares of common stock and 109,226 shares of Series A Preferred 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 1,675,523 shares of common stock reported in column 2 of Table I and the 2,964,260 shares of Series A Preferred Stock reported in column 3 of Table II which may be deemed beneficially held by BCMC IV. In addition, Mr. Kagle may be deemed to share voting and dispositive power over 12,031 shares of common stock and 21,845 shares of Series A Preferred Stock.
- (11) The securities are immediately convertible.
- (12) The expiration date is not relevant to the conversion of these securities.

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- (13) Each share of preferred stock will automatically convert on a 1-for-1 basis into common stock upon the closing of the Issuer's initial public offering.

^

Remarks:

Alexandre^ Balkanski,^ Bruce^ W.^ Dunlevie,^ J.^ William^ Gurley,^ Kevin^ R.^ Harvey,^ Robert^ C.^ Kagle,^ An

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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