

YELP INC
Form SC 13G/A
February 16, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

YELP INC.
(Name of Issuer)

Class A Common Stock, par value \$0.000001 per share
(Title of Class of Securities)

985817105
(CUSIP Number)

December 31, 2015
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. Beneficial ownership information contained herein is given as of the date listed above.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons.

TYBOURNE CAPITAL MANAGEMENT (HK) LIMITED

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Hong Kong

5 Sole Voting Power

0 shares

6 Shared Voting Power

Number of Shares 6,150,603 shares

Beneficially Owned by 7 Refer to Item 4 below.

Owned by 7 Sole Dispositive Power

Each

Reporting Person With 0 shares

Person With

8 Shared Dispositive Power

6,150,603 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

6,150,603 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

9.3%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

FI

1 Names of Reporting Persons.

TYBOURNE CAPITAL MANAGEMENT LIMITED

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Cayman Islands

5 Sole Voting Power

0 shares

6 Shared Voting Power

Number of Shares 6,150,603 shares

Beneficially Owned by 7 Refer to Item 4 below.

Owned by 7 Sole Dispositive Power

Each

Reporting Person With 0 shares

Person With

8 Shared Dispositive Power

6,150,603 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

6,150,603 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

9.3%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

HC

1 Names of Reporting Persons.

TYBOURNE KESARI LIMITED

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Cayman Islands

5 Sole Voting Power

0 shares

6 Shared Voting Power

Number of Shares 6,150,603 shares

Beneficially Owned by 7 Refer to Item 4 below.

Each Reporting Person With 0 shares

8 Shared Dispositive Power

6,150,603 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

6,150,603 shares

Refer to Item 4 below.

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

9.3%

Refer to Item 4 below.

12 Type of Reporting Person (See Instructions)

HC

1 Names of Reporting Persons.