OPENTABLE INC

Reported by

GURLEY J WILLIAM

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/27/09 for the Period Ending 05/27/09

Address	799 MARKET STREET FOURTH FLOOR SAN FRANCISCO, CA 94103
Telephone	(415) 344-4200
CIK	0001125914
Symbol	OPEN
SIC Code	7389 - Business Services, Not Elsewhere Classified
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GURLEY J WILLIAM (Last) (First) (Middle)	**OPENTABLE INC [OPEN]**	__ **X** __ Director __ **X** __ 10% Owner _____ Officer (give title below) _____ Other (specify below)
2480 SAND HILL ROAD, SUITE 200 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **5/27/2009**	
MENLO PARK, CA 94025 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.0001 par value	**5/27/2009**		**C**		**2964260**	**A**	(1)	**4639783**	**I**	**See Footnote** (2)
Common Stock, $0.0001 par value	**5/27/2009**		**C**		**21845**	**A**	(1)	**33876**	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	**5/27/2009**		**C**			**2964260**	(1)	(3)	**Common Stock**	**2964260**	(1)	**0**	**I**	**See Footnote** (2)
Series A Preferred Stock	(1)	**5/27/2009**		**C**			**21845**	(1)	(3)	**Common Stock**	**21845**	(1)	**0**	**D**	

Explanation of Responses:

(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) J. William Gurley, a managing member of Benchmark Capital Management Co. IV, LLC ("BCMC IV"), may be deemed to share voting and dispositive power over the 4,639,783 shares of Common Stock that may be deemed beneficially held by BCMC IV. In addition, Mr. Gurley directly holds 33,876 shares of Common Stock. Mr. Gurley disclaims beneficial ownership of these shares except for the 33,876 shares of Common Stock he owns of record and to the extent of his pecuniary interest in the remaining shares, and the filing of this report is not an admission that Mr. Gurley is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

(3) The expiration date is not relevant to the conversion of these securities.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GURLEY J WILLIAM 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	**X**	**X**		

Signatures

/s/ Steven M. Spurlock Steven M. Spurlock, by power of attorney for J. William Gurley **5/27/2009**

** Signature of Reporting Person — Date

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

E xhibit 24

AGREEMENT TO FILE JOINTLY AND STATEMENT APPOINTING DESIGNATED FILER AND AUTHORIZED SIGNATORY

Each of the undersigned entities and individuals (collectively, the " ***Reporting Persons*** ") hereby authorizes and designates Benchmark Capital Management Co. IV, L.L.C. or such other person or entity as is designated in writing by Steven M. Spurlock (the " ***Designated Filer*** ") as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act"), the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") or any other state or federal agency (collectively, the " ***Reports*** ") with respect to the Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the " ***Companies*** ").

Each Reporting Person hereby further authorizes and designates Steven M. Spurlock (the " ***Authorized Signatory*** ") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

January 1, 2009

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C.,
a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

January 1, 2009

BENCHMARK CAPITAL PARTNERS IV, L.P.,
a Delaware Limited Partnership

By: Benchmark Capital Management Co. IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

January 1, 2009

BENCHMARK FOUNDERS' FUND IV, L.P.,
a Delaware Limited Partnership

By: Benchmark Capital Management Co. IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

January 1, 2009

BENCHMARK FOUNDERS' FUND IV-A, L.P.,
a Delaware Limited Partnership

By: Benchmark Capital Management Co. IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

January 1, 2009

BENCHMARK FOUNDERS' FUND IV-B, L.P.,
a Delaware Limited Partnership

By: Benchmark Capital Management Co. IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

January 1, 2009

BENCHMARK FOUNDERS' FUND IV-X, L.P.,
a Delaware Limited Partnership

By: Benchmark Capital Management Co. IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock, Managing Member

January 1, 2009

By: /s/ Alexandre Balkanski
Alexandre Balkanski

January 1, 2009	By:	/s/ Bruce W. Dunlevie Bruce W. Dunlevie
January 1, 2009	By:	/s/ J. William Gurley J. William Gurley
January 1, 2009	By:	/s/ Kevin R. Harvey Kevin R. Harvey
January 1, 2009	By:	/s/ Robert C. Kagle Robert C. Kagle
January 1, 2009	By:	/s/ Andrew S. Rachleff Andrew S. Rachleff
January 1, 2009	By:	/s/ Steven M. Spurlock Steven M. Spurlock