

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 28, 2018

YELP INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation)

001-35444

(Commission File No.)

20-1854266

(IRS Employer Identification No.)

**140 New Montgomery Street, 9th Floor
San Francisco, CA 94105**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(415) 908-3801**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On November 28, 2018, Yelp Inc. (the “Company”) issued a press release announcing that the Company’s Board of Directors authorized a new share repurchase program under which the Company may repurchase up to \$250 million of its outstanding common stock. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit Number	Description
99.1	Press Release, dated November 28, 2018, entitled “Yelp Announces New \$250 million Share Repurchase Authorization After Completing Prior \$200 million Repurchase Program.”

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 28, 2018

YELP INC.

By: /s/ Laurence Wilson

Laurence Wilson

Chief Administrative Officer & General Counsel

**Yelp Announces New \$250 million Share Repurchase Authorization
After Completing Prior \$200 million Repurchase Program**

SAN FRANCISCO--(BUSINESS WIRE)--November 28, 2018--Yelp Inc. (NYSE: YELP), the company that connects people with great local businesses, today announced the authorization of a new share repurchase program to acquire up to \$250 million of its outstanding common stock. This new authorization represents a 25% increase over the previous \$200 million share repurchase program authorized in July 2017, which was completed in November. The company may repurchase shares at management's discretion, with the amount and timing of any repurchases subject to liquidity, cash flow and market conditions, among other factors.

"The increased share repurchase authorization reflects our continued confidence in Yelp's financial strength and strategy," said Jeremy Stoppelman, founder and chief executive officer. "We are committed to generating sustainable, profitable growth and driving shareholder value for Yelp's investors over the long term."

About Yelp

Yelp Inc. (www.yelp.com) connects people with great local businesses. With unmatched local business information, photos and review content, Yelp provides a platform for consumers to discover, interact and transact with local businesses of all sizes. Yelp was founded in San Francisco in July 2004.

Forward-Looking Statements

This press release contains forward-looking statements relating to, among other things, Yelp's future performance and plans that are based on its current expectations, forecasts and assumptions and that involve risks and uncertainties. These statements include, but are not limited to: statements regarding our strategy, including our ability to execute such strategy to generate sustainable, profitable growth and drive shareholder value over the long term; our financial strength; and the implementation of the new share repurchase program and purchase of shares thereunder.

Yelp's actual results could differ materially from those predicted or implied and reported results should not be considered as an indication of future performance. Factors that could cause or contribute to such differences include, but are not limited to, Yelp's:

- limited operating history in an evolving industry;
- ability to generate sufficient revenue to maintain profitability, particularly in light of its significant ongoing sales and marketing expenses;
- ability to generate and maintain sufficient high-quality content from its users;
- ability to maintain and expand its base of advertisers, particularly as an increasing portion of advertisers have the ability to cancel their advertising plans at any time; and
- ability to purchase shares under the share repurchase program, or the modification, suspension or termination of that program.

Factors that could cause or contribute to such differences also include those factors that could affect Yelp's business, operating results and stock price included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Yelp's most recent Quarterly Report on Form 10-Q at www.yelp-ir.com or the SEC's website at www.sec.gov.

Undue reliance should not be placed on the forward-looking statements in this release, which are based on information available to Yelp on the date hereof. Such forward-looking statements do not include the potential impact of any acquisitions or divestitures that may be announced and/or completed after the date hereof. Yelp assumes no obligation to update such statements.

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