

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

JONES TERRELL B

CIK: **1219057**

Type: **4** | Act: **34** | File No.: **001-35604** | Film No.: **13852877**

ISSUER

KAYAK Software Corp

CIK: **1312928** | IRS No.: **542139807** | State of Incorporation: **DE**

SIC: **7389** Business services, nec

Mailing Address

*55 NORTH WATER STREET
SUITE 1*

NORWALK CT 06854

Business Address

*55 NORTH WATER STREET
SUITE 1*

*NORWALK CT 06854
2038993100*

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

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

1. Name and Address of Reporting Person JONES TERRELL B			2. Issuer Name and Ticker or Trading Symbol KAYAK Software Corp [KYAK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
C/O KAYAK SOFTWARE CORPORATION, 55 NORTH WATER STREET, SUITE 1			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NORWALK, CT 06854								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			
Class A Common Stock	05/16/2013		C		311,500	A	(1)	318,064	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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						Amount or Number of Shares
Stock Option (right to buy)	\$1	05/14/2013		M		121,000		(2)	05/20/2014	Class B Common Stock (3)	121,000	\$ 0	0	D	
Class B Common Stock	(3)	05/14/2013		M		121,000		(3)	(3)	Class A Common Stock	121,000	\$1	131,000	D	
Stock Option (right to buy)	\$5	05/14/2013		M		60,500		(2)	05/31/2017	Class B Common Stock (3)	60,500	\$ 0	0	D	
Class B Common Stock	(3)	05/14/2013		M		60,500		(3)	(3)	Class A Common Stock	60,500	\$5	191,500	D	

Stock Option (right to buy)	\$7.5	05/14/2013		<u>M</u>		120,000	(2)	05/18/2019	Class B Common Stock (3)	120,000	\$ 0	0	D	
Class B Common Stock	(3)	05/14/2013		<u>M</u>	120,000		(3)	(3)	Class A Common Stock	120,000	\$7.5	311,500	D	
Class B Common Stock	(3)	05/16/2013		<u>C</u>		311,500	(3)	(3)	Class A Common Stock	311,500	\$ 0	0	D	

Explanation of Responses:

1. The Class B Common Stock converted into the Issuer's Class A Common Stock on a one-for-one basis at the election of Mr. Jones.
2. These options are fully vested.
3. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer (subject to certain exceptions), or (ii) the death of a natural person holding Class B Common Stock. All authorized shares of Class B Common Stock will each convert automatically into Class A Common Stock on the seven-year anniversary of completion of the Issuer's initial public offering of Class A Common Stock.

Signatures

/s/ David Mason, Attorney-in-fact

** Signature of Reporting Person

05/16/2013

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 Number.