

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Walrath Michael</u>  (Last) (First) (Middle) <u>ONE MADISON AVENUE, FIFTH FLOOR</u>  (Street) <u>NEW YORK NY 10010</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Yext, Inc. [ YEXT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/19/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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. 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			
Common Stock	04/19/2017		C		2,325,807	A	(1)(2)(3)	3,474,673	I	See Footnote <sup>(4)</sup>

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: 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 C Preferred Stock	(1)	04/19/2017		C			607,165	(1)	(1)	Common Stock	607,165	\$0	0	I	See Footnote <sup>(4)</sup>
Series D Preferred Stock	(2)	04/19/2017		C			1,582,714	(2)	(2)	Common Stock	1,582,714	\$0	0	I	See Footnote <sup>(4)</sup>
Series E Preferred Stock	(3)	04/19/2017		C			135,928	(3)	(3)	Common Stock	135,928	\$0	0	I	See Footnote <sup>(4)</sup>

## Explanation of Responses:

- Immediately prior to the closing of the Issuer's initial public offering of its Common Stock, each share of Series C Preferred Stock automatically converted into one share of Common Stock. The Series C Preferred Stock had no expiration date.
- Immediately prior to the closing of the Issuer's initial public offering of its Common Stock, each share of Series D Preferred Stock automatically converted into one share of Common Stock. The Series D Preferred Stock had no expiration date.
- Immediately prior to the closing of the Issuer's initial public offering of its Common Stock, each share of Series E Preferred Stock automatically converted into one share of Common Stock. The Series E Preferred Stock had no expiration date.
- Shares are held by WGI Group, LLC. Mr. Walrath has sole voting and dispositive control over such shares held by WGI Group, LLC.

/s/ Michael Walrath

04/21/2017

\*\* 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 Number.