

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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

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

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person *<br><u>SHEEHAN ANDREW T</u><br><br>(Last) (First) (Middle)<br><u>755 PAGE MILL ROAD, SUITE A-200</u><br><br>(Street)<br><u>PALO ALTO CA 94304-1005</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Yext, Inc. [ YEXT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/19/2017</u>     |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  |   |

**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                              |   | 2,975,941   | A          | \$0 <sup>(1)</sup> | 3,301,985   | I  | By Ltd Partnership (SHV) <sup>(2)</sup>               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 2,799,328   | A          | \$0 <sup>(1)</sup> | 6,101,313   | I  | By Ltd Partnership (SHV) <sup>(2)</sup>               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 2,654,762   | A          | \$0 <sup>(1)</sup> | 8,756,075   | I  | By Ltd Partnership (SHV) <sup>(2)</sup>               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 887,428   | A          | \$0 <sup>(1)</sup> | 9,643,503   | I  | By Ltd Partnership (SHV) <sup>(2)</sup>               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 282,842   | A          | \$0 <sup>(1)</sup> | 9,926,345   | I  | By Ltd Partnership (SHV) <sup>(2)</sup>               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 255,372   | A          | \$0 <sup>(1)</sup> | 10,181,717  | I  | By Ltd Partnership (SHV) <sup>(2)</sup>               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 80,037  | A          | \$0 <sup>(1)</sup> | 88,821  | I  | By Trust <sup>(3)</sup>                               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 74,088  | A          | \$0 <sup>(1)</sup> | 162,909   | I  | By Trust <sup>(3)</sup>                               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 71,037  | A          | \$0 <sup>(1)</sup> | 233,946   | I  | By Trust <sup>(3)</sup>                               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 18,790  | A          | \$0 <sup>(1)</sup> | 252,736   | I  | By Trust <sup>(3)</sup>                               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 7,413   | A          | \$0 <sup>(1)</sup> | 260,149   | I  | By Trust <sup>(3)</sup>                               |
| Common Stock                    | 04/19/2017                           |  | C                              |   | 3,522   | A          | \$0 <sup>(1)</sup> | 263,671   | I  | By Trust <sup>(3)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |                    | 447,048   | I  | By Ltd Partnership <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                                   |
| Series A Preferred Stock                   | (1)  | 04/19/2017                           |  | C                              |   |  | 2,799,328 | (1)  | (1)             | Common Stock  | 2,799,328                                  | \$0.0000   | 0.0000  | I  | By Ltd Partnership (SHV) <sup>(2)</sup> |
| Series B Preferred Stock                   | (1)  | 04/19/2017                           |  | C                              |   |  | 2,654,762 | (1)  | (1)             | Common Stock  | 2,654,762                                  | \$0.0000   | 0.0000  | I  | By Ltd Partnership (SHV) <sup>(2)</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                   | (I)  | 04/19/2017                           |  | C                              |   |  | 2,975,941 | (I)  | (I)             | Common Stock  | 2,975,941                  | \$0.0000                                   | 0.0000   | I   | By Ltd Partnership (SHV) <sup>(2)</sup>                |
| Series D Preferred Stock                   | (I)  | 04/19/2017                           |  | C                              |   |  | 887,428   | (I)  | (I)             | Common Stock  | 887,428                    | \$0.0000                                   | 0.0000   | I   | By Ltd Partnership (SHV) <sup>(2)</sup>                |
| Series E Preferred Stock                   | (I)  | 04/19/2017                           |  | C                              |   |  | 282,842   | (I)  | (I)             | Common Stock  | 282,842                    | \$0.0000                                   | 0.0000   | I   | By Ltd Partnership (SHV) <sup>(2)</sup>                |
| Series F Preferred Stock                   | (I)  | 04/19/2017                           |  | C                              |   |  | 255,372   | (I)  | (I)             | Common Stock  | 255,372                    | \$0.0000                                   | 0.0000   | I   | By Ltd Partnership (SHV) <sup>(2)</sup>                |
| Series A Preferred Stock                   | (I)  | 04/19/2017                           |  | C                              |   |  | 74,088    | (I)  | (I)             | Common Stock  | 74,088                     | \$0.0000                                   | 0.0000   | I   | By Trust <sup>(3)</sup>                                |
| Series B Preferred Stock                   | (I)  | 04/19/2017                           |  | C                              |   |  | 71,037    | (I)  | (I)             | Common Stock  | 71,037                     | \$0.0000                                   | 0.0000   | I   | By Trust <sup>(3)</sup>                                |
| Series C Preferred Stock                   | (I)  | 04/19/2017                           |  | C                              |   |  | 80,037    | (I)  | (I)             | Common Stock  | 80,037                     | \$0.0000                                   | 0.0000   | I   | By Trust <sup>(3)</sup>                                |
| Series D Preferred Stock                   | (I)  | 04/19/2017                           |  | C                              |   |  | 18,790    | (I)  | (I)             | Common Stock  | 18,790                     | \$0.0000                                   | 0.0000   | I   | By Trust <sup>(3)</sup>                                |
| Series E Preferred Stock                   | (I)  | 04/19/2017                           |  | C                              |   |  | 7,413     | (I)  | (I)             | Common Stock  | 7,413                      | \$0.0000                                   | 0.0000   | I   | By Trust <sup>(3)</sup>                                |
| Series F Preferred Stock                   | (I)  | 04/19/2017                           |  | C                              |   |  | 3,522     | (I)  | (I)             | Common Stock  | 3,522                      | \$0.0000                                   | 0.0000   | I   | By Trust <sup>(3)</sup>                                |

**Explanation of Responses:**

- The preferred stock automatically converted into common stock on a one-to-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- Shares held by Sutter Hill Ventures, a California Limited Partnership. The reporting person is a managing director of the general partner of Sutter Hill Ventures, a California Limited Partnership, but does not have or share voting or dispositive power over these shares. The inclusion of such shares herein shall not be deemed an admission that the reporting person is the beneficial owner of such shares for the purpose of Section 16 of the Securities and Exchange Act of 1934 ("Section 16"), or for any other purpose. To the extent that the reporting person is considered to beneficially own such shares for the purpose of Section 16, the reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- Shares held by Tippet Venture Partners, L.P. of which the reporting person is the managing director of the general partner of Tippet Venture Partners, L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.

/s/ Robert Yin, by power of attorney

04/20/2017

\*\* 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.

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