

OMB APPROVAL	
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 * <u>Dixon Tom Christopher</u>  (Last) (First) (Middle) ONE MADISON AVE, FIFTH FLOOR  (Street) NEW YORK NY 10010  (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) Director 10% Owner Officer (give title below) Other (specify below) Chief Technology Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/20/2019	
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	12/20/2019		S <sup>(1)</sup>		5,000	D	\$13.9433 <sup>(2)</sup>	233,908	D	
Common Stock	12/20/2019		M		15,625	A	<sup>(3)</sup>	249,533	D	
Common Stock	12/20/2019		M		7,273	A	<sup>(3)</sup>	256,806	D	
Common Stock	12/20/2019		M		3,125	A	<sup>(3)</sup>	259,931	D	
Common Stock	12/23/2019		S <sup>(4)</sup>		26,023	D	\$14.2636 <sup>(5)</sup>	233,908	D	
Common Stock	12/24/2019		M <sup>(1)</sup>		4,167	A	\$6.11	238,075	D	
Common Stock	12/24/2019		S <sup>(1)</sup>		4,167	D	\$14.2764 <sup>(6)</sup>	233,908	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	<sup>(3)</sup>	12/20/2019		M			15,625	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	15,625	\$0	125,000	D	
Restricted Stock Unit	<sup>(3)</sup>	12/20/2019		M			7,273	<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	7,273	\$0	29,091	D	
Restricted Stock Unit	<sup>(3)</sup>	12/20/2019		M			3,125	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	3,125	\$0	43,750	D	
Employee Stock Option (Right to Buy)	\$6.11	12/24/2019		M <sup>(1)</sup>			4,167	<sup>(10)</sup>	04/28/2026	Common Stock	4,167	\$0	51,274	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by Reporting Person.
- Reflects a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$13.5900 to \$14.3100, inclusive. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of common shares sold at each separate price.
- Each restricted stock unit represents a contingent right to receive one share of Yext, Inc.'s common stock.
- This transaction was effected pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person, separate from the plan referenced in footnote 1.
- Reflects a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$14.1100 to \$14.4800, inclusive. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of common shares sold at each separate price.
- Reflects a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$14.1700 to \$14.5300, inclusive. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of common shares sold at each separate price.
- 15,625 shares subject to award vest on March 20, 2018 and then quarterly thereafter on each June 20, September 20, December 20 and March 20, in each case subject to the executive's continued service on each such date, until the award is fully vested on December 20, 2021.
- One-eleventh of shares subject to award vests on June 20, 2018 and then quarterly thereafter on each of September 20, December 20, March 20 and June 20 thereafter, in each case subject to the executive's continued service on each such date, until the award is fully vested on December 20, 2020.
- One-sixteenth of shares subject to award vests on September 20, 2019 and then quarterly thereafter on each of December 20, March 20, June 20 and September 20, in each case subject to the executive's continued service on each such date, until the award is fully vested on June 20, 2023.
- Twenty-five percent (25%) of shares subject to the option shall vest on April 22, 2017 and 1/36th of the remaining shares subject to the option shall vest in equal monthly installments on each monthly anniversary thereafter.

**Remarks:**

/s/ Ho Shin, Attorney-in-Fact

12/26/2019

\*\* 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.**