



DIVISION OF  
CORPORATION FINANCE

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

May 10, 2011

Via Email

Jeffrey Weiner  
Chief Executive Officer  
LinkedIn Corporation  
2029 Stierlin Court  
Mountain View, CA 94043

**Re: LinkedIn Corporation  
Amendment No. 4 to Registration Statement on Form S-1  
Filed May 9, 2011  
File No. 333-171903**

Dear Mr. Weiner:

We have reviewed the above-referenced filing, and have the following comments.

Principal and Selling Stockholders, page 121

1. Footnote 17 states that Mr. Krupka has shared voting or dispositive power over the shares held by Bain Capital Venture Integral Investors, LLC, and disclaims beneficial ownership of such shares "except to the extent of his pecuniary interests therein." Revise to disclose the remaining persons who share voting and dispositive power over the shares. For guidance, refer to Question 140.02 of the Division of Corporation Finance's Compliance and Disclosure Interpretations of Regulation S-K. In addition, to the extent you retain the disclaimer, provide a legal analysis supporting your belief that Exchange Act Rule 13d-4 disclaimers are proper outside of filings on Schedules 13D and 13G. For guidance, refer to Section III.A.4 of SEC Release No. 33-5808, which states that Rule 13d-4 permits any person to expressly declare in such person's Schedule 13D that the filing of such a statement shall not be construed as an admission that the person is the beneficial owner of the securities covered by such statement.
2. Footnote 19 states that Goldman, Sachs & Co. "is a broker-dealer or an affiliate of a broker-dealer." Please revise footnote 19 to disclose that Goldman, Sachs & Co. is a broker-dealer and is an underwriter for the shares it is selling.
3. Please revise footnote 20 to disclose the members of the investment committee. For guidance, refer to Questions 140.01, 140.02 and 240.04 of the Division of Corporation Finance's Compliance and Disclosure Interpretations of Regulation S-K.

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4. Please revise footnote 30 to disclose the members of the finance committee. For guidance, refer to Questions 140.01, 140.02 and 240.04 of the Division of Corporation Finance's Compliance and Disclosure Interpretations of Regulation S-K.

You may contact Melissa Feider, Staff Accountant, at (202) 551-3379 or Kathleen Collins, Accounting Branch Chief, at (202) 551-3499 if you have questions regarding comments on the financial statements and related matters. Please contact Evan Jacobson, Attorney-Advisor, at (202) 551-3428 or me at (202) 551-3462 with any other questions.

Sincerely,

/s/ Mark P. Shuman

Mark P. Shuman  
Branch Chief – Legal

cc: Via Email  
Jeffrey D. Saper, Esq.  
Wilson Sonsini Goodrich & Rosati, P.C.