Answers CORP
Form 4
June 12, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DYAL R THOMAS

(Last) (First) (Middle)

3000 SAND HILL
ROAD, BUILDING 2, SUITE 290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Answers CORP [ANSW]

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Unit Warrant (right to buy)	$ 100	06/10/2009		X			68,075	(1)	06/16/2009	Units (2)	
Unit Warrant (right to buy)	$ 100	06/10/2009		X			1,925	(1)	06/16/2009	Units (2)	
Series B Convertible Preferred Stock	$ 5.5	06/10/2009		X		68,075		(5)	(5)	Common Stock	
Series B Convertible Preferred Stock	$ 5.5	06/10/2009		X		1,925		(5)	(5)	Common Stock	
Common Stock Purchase Warrant (right to buy)	$ 6.05	06/10/2009		X		618,864		(1)	06/10/2015	Common Stock	
Common Stock Purchase Warrant (right to buy)	$ 6.05	06/10/2009		X		17,500		(1)	06/10/2015	Common Stock	
Stock Option (right to buy)	$ 8.2	06/10/2009		A		28,700		(7)	06/10/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DYAL R THOMAS 3000 SAND HILL ROAD BUILDING 2, SUITE 290	X	X		

MENLO PARK, CA 94025

Signatures

/s/ R. Thomas Dyal	06/12/2009
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) The Warrant is immediately exercisable.

(2) Each Unit consists of (i) one share of the Issuer's Series B Convertible Preferred Stock (the "Series B Preferred Stock") with a stated value of $100, which is initially convertible into Common Stock at the election of the holder based on a conversion price of $5.50 per share, subject to adjustment, and (ii) one warrant to purchase that number of shares of Common Stock equal to 50% of the number of shares of Common Stock issuable upon conversion of a share of Series B Preferred Stock, with an exercise price equal to $6.05 per share.

(3) The securities are owned by Redpoint Omega, L.P. ("RO LP"), which is under common control with Redpoint Omega Associates, LLC ("ROA LLC"). Redpoint Omega, LLC ("RO LLC") is the general partner of RO LP. The Reporting Person is a Managing Director of RO LLC. As such, the Reporting Person shares voting and investment power over the shares held by RO LP and may be deemed to have indirect beneficial ownership of the shares held by RO LP. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(4) The securities are owned by ROA LLC as nominee for its members. The Reporting Person is a Manager of ROA LLC. As such, the Reporting Person shares voting and investment power over the shares held by ROA LLC and may be deemed to have indirect beneficial ownership of the shares held by ROA LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his proportionate pecuniary interest therein.

(5) Each share of Series B Preferred Stock has a stated value of $100 and is initially convertible into Common Stock at the election of the holder based on a conversion price of $5.50 per share, subject to adjustment. The Series B Preferred Stock has no expiration date.

(6) The shares of Series B Preferred Stock and related Common Stock Purchase Warrants were issued upon exercise of the Unit Warrants for an aggregate exercise price of $100 per Unit.

(7) The option vests as to twenty-five percent (25%) of the shares subject to the option on the first anniversary of the date of grant, and the balance of the option vests in a series of 36 successive equal monthly installments.

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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