

FRISBIE RICHARD D
Form 4
February 29, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Battery Ventures VIII lp

(Last) (First) (Middle)

C/O BATTERY VENTURES, 930
WINTER STREET, SUITE 2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bazaarvoice Inc [BV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/29/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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	02/29/2012		C		50,000	A	(1) 4,585,885	I (2)	By Battery Ventures VIII, L.P. (2)
Common Stock	02/29/2012		C		3,309,306	A	(3) 7,895,191	I (2)	By Battery Ventures VIII, L.P. (2)
Common Stock	02/29/2012		C		884,615	A	(4) 8,779,806	I (2)	By Battery

Common Stock	02/29/2012	S	877,981	D	\$ 12,790,825	I ⁽²⁾	Ventures VIII, L.P. <u>(2)</u> By Battery Ventures VIII, L.P. <u>(2)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Title	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date		
Series A Preferred Stock	<u>(1)</u>	02/29/2012		C		50,000		<u>(1)</u>	<u>(1)</u>	Common Stock	50,000
Series C Preferred Stock	<u>(3)</u>	02/29/2012		C		3,309,306		<u>(3)</u>	<u>(3)</u>	Common Stock	3,309,306
Series D Preferred Stock	<u>(4)</u>	02/29/2012		C		884,615		<u>(4)</u>	<u>(4)</u>	Common Stock	884,615

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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/s/ Christopher Schiavo (as Attorney-in-Fact for Battery Partners VIII, LLC)	02/29/2012
__Signature of Reporting Person	Date
/s/ Christopher Schiavo (as Attorney-in-Fact for Michael Brown)	02/29/2012
__Signature of Reporting Person	Date
/s/ Christopher Schiavo (as Attorney-in-Fact for Thomas J. Crotty)	02/29/2012
__Signature of Reporting Person	Date
/s/ Christopher Schiavo (as Attorney-in-Fact for Sunil Dhaliwal)	02/29/2012
__Signature of Reporting Person	Date
/s/ Christopher Schiavo (as Attorney-in-Fact for Richard D. Frisbie)	02/29/2012
__Signature of Reporting Person	Date
/s/ Christopher Schiavo (as Attorney-in-Fact for Kenneth P. Lawler)	02/29/2012
__Signature of Reporting Person	Date
/s/ Christopher Schiavo (as Attorney-in-Fact for Roger H. Lee)	02/29/2012
__Signature of Reporting Person	Date
/s/ Christopher Schiavo (as Attorney-in-Fact for R. David Tabors)	02/29/2012
__Signature of Reporting Person	Date
/s/ Christopher Schiavo (as Attorney-in-Fact for Scott R. Tobin)	02/29/2012
__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 Series A Preferred Stock, which was convertible into shares of Common Stock on a one-for-one basis at any time and had no expiration date, converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.

(2) The reported securities are owned directly by Battery Ventures VIII, L.P. The sole general partner of Battery Ventures VIII, L.P. is Battery Partners VIII, LLC. Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and have voting and investment power over the shares held by Battery Ventures VIII, L.P. Each of Messrs. Agrawal, Brown, Crotty, Dhaliwal, Frisbie, Lawler, Lee, Tabors and Tobin disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(3) The Series C Preferred Stock, which was convertible into shares of Common Stock on a one-for-one basis at any time and had no expiration date, converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.

(4) The Series D Preferred Stock, which was convertible into shares of Common Stock on a one-for-one basis at any time and had no expiration date, converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.

Remarks:

The reporting persons are part of a 13(d) group with beneficial ownership of more than 10% of a class of the Issuer's equity securities registered under Section 12 of the Exchange Act. Due to the limited number of joint filers that can be included on one form, Battery Ventures VIII, L.P., Battery Partners VIII, LLC, Neeraj Agrawal, Michael Brown, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin have filed two separate forms simultaneously, both of which relate to the same transactions involving the securities of the Issuer beneficially owned by such reporting persons.

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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