

FRISBIE RICHARD D

Form 4

February 29, 2012

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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	<u>(1)</u>	4,585,885	I <u>(2)</u> By Battery Ventures VIII, L.P. <u>(2)</u>
Common Stock	02/29/2012		C		3,309,306	A	<u>(3)</u>	7,895,191	I <u>(2)</u> By Battery Ventures VIII, L.P. <u>(2)</u>
Common Stock	02/29/2012		C		884,615	A	<u>(4)</u>	8,779,806	I <u>(2)</u> By Battery

Edgar Filing: FRISBIE RICHARD D - Form 4

Common Stock	02/29/2012	S	877,981	D	\$ 12	7,901,825	I <u>(2)</u>	Ventures VIII, L.P. <u>(2)</u> By Battery Ventures VIII, L.P. <u>(2)</u>
-----------------	------------	---	---------	---	-------	-----------	--------------	---

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

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 control number.

SEC 1474
(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 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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

Battery Ventures VIII lp
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

Battery Partners VIII, LLC
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

BROWN MICHAEL MAURICE
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

CROTTY THOMAS J
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

DHALIWAL SUNIL
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

FRISBIE RICHARD D
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

LAWLER KENNETH P
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

Lee Roger H
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

TABORS R DAVID
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

TOBIN SCOTT R
C/O BATTERY VENTURES
930 WINTER STREET, SUITE 2500
WALTHAM, MA 02451 X

Signatures

/s/ Christopher Schiavo (as Attorney-in-Fact for Battery Ventures VIII,
L.P.)

02/29/2012

__Signature of Reporting Person

Date

Edgar Filing: FRISBIE RICHARD D - Form 4

/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.

Edgar Filing: FRISBIE RICHARD D - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.