

Bazaarvoice Inc
Form 8-K
October 11, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

October 9, 2012

BAZAARVOICE, INC.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission
File Number)
3900 N. Capital of Texas Highway, Suite 300

(IRS Employer
Identification No.)

Austin, Texas 78746-3211

(Address of principal executive offices, including zip code)

(512) 551-6000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of the stockholders of Bazaarvoice, Inc. (the **Company** or **Bazaarvoice**) was held on October 9, 2012 at the Soho Grand Hotel in New York, New York (the **Annual Meeting**). At the Annual Meeting, Bazaarvoice stockholders voted on four proposals, each of which is described in more detail in the **Company**'s definitive proxy statement filed with the Securities and Exchange Commission on August 28, 2012. Present at the Annual Meeting in person or by proxy were holders of shares representing 58,578,500 votes of Common Stock representing 84.96% of the eligible votes, constituting a quorum.

The stockholders of the **Company** voted on the following items at the Annual Meeting:

1. To elect two Class I directors;
2. To ratify the appointment of PricewaterhouseCoopers LLP as the **Company**'s independent public accountants for the fiscal year ending April 30, 2013;
3. Advisory approval of named executive officer compensation; and
4. Advisory approval of the frequency of the advisory vote on named executive officer compensation.

Votes regarding the election of directors were as follows:

| Nominee | For | Withheld | Broker Non-Vote |
|---------------------|------------|----------|-----------------|
| Neeraj Agrawal | 54,555,708 | 153,017 | 3,869,775 |
| Christopher Pacitti | 53,715,968 | 992,757 | 3,869,775 |

Based on the votes set forth above, each director nominee was duly elected.

Stockholders ratified the selection of PricewaterhouseCoopers LLP as the **Company**'s independent public accountants for the fiscal year ending April 30, 2013. The voting results were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 58,470,812 | 107,679 | 9 | 0 |

Stockholders approved, on an advisory basis, the **Company**'s named executive officer compensation. The voting results were as follows:

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 54,468,821 | 219,861 | 20,043 | 3,869,775 |

Stockholders approved, on an advisory basis, holding an advisory vote every three years on the **Company**'s named executive officer compensation. The voting results were as follows:

| 3 Years | 2 Years | 1 Year | Abstain | Broker Non-Votes |
|------------|---------|------------|---------|------------------|
| 44,048,774 | 481,618 | 10,173,644 | 4,689 | 3,869,775 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BAZAARVOICE, INC.

By: /s/ Bryan C. Barksdale

Bryan C. Barksdale

General Counsel and Secretary

Date: October 11, 2012