Robinson Ryan Dee
Form 4
February 05, 2018

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 *
Robinson Ryan Dee

(Last) (First) (Middle)

10901 STONELAKE BLVD.

(Street)

AUSTIN, TX 78759

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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			
Common Stock	02/01/2018		A		57,002 (1)	A	$ 0	283,311	D	
Common Stock	02/01/2018		D		108,800 (2)	D	$ 5.5	174,511	D	
Common Stock	02/01/2018		D		174,511 (3)	D	(3)	0	D	

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

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number.

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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	$ 15.12	02/01/2018		D			50,000	(4)	05/23/2022	Common Stock	50,000	
Stock Options (Right to Buy)	$ 6.54	02/01/2018		D			28,000	(4)	02/27/2023	Common Stock	28,000	
Stock Options (Right to Buy)	$ 7.53	02/01/2018		D			36,600	(4)	06/10/2024	Common Stock	36,600	
Stock Options (Right to Buy)	$ 6.42	02/01/2018		D			90,000	(4)	06/17/2025	Common Stock	90,000	
Stock Options (Right to Buy)	$ 3.94	02/01/2018		D			22,709	(5)	06/07/2023	Common Stock	22,709	$
Stock Options (Right to Buy)	$ 3.94	02/01/2018		D			31,793	(6)	06/07/2023	Common Stock	31,793	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Ryan Dee 10901 STONELAKE BLVD.			Chief People Officer	

AUSTIN, TX 78759

Signatures

/s/ Kin Gill (as attorney-in-fact for Mr. Robinson)	02/02/2018
**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 reporting person was previously granted restricted stock units that would vest upon the satisfaction of certain performance criteria, which criteria were deemed satisfied at 100% of target in accordance with the Merger Agreement (as defined below), resulting in the deemed vesting of the reported shares.

(2) Disposed of pursuant to the Agreement and Plan of Merger, by and among BV Parent, LLC, BV Merger Sub, Inc. and Bazaarvoice, Inc. (the "Issuer"), dated November 26, 2017 (as amended, the "Merger Agreement"), whereby each outstanding share of the Issuer's common stock was cancelled at the effective time (the "Effective Time") of the merger (the "Merger") and converted into the right to receive a cash payment of $5.50 per share.

(3) Disposed of pursuant to the Merger Agreement whereby such unvested restricted stock units ("Unvested RSUs") were cancelled at the Effective Time and converted into the right to receive a consideration equal to the value of the product of $5.50 and the number of Unvested RSUs granted to such ELT Member (the "RSU Consideration"), whereby (i) 20% of the RSU Consideration was paid in cash, (ii) 40% of the RSU Consideration was paid through the issuance of one Class A Preferred Unit of MEP-BV Topco, LP ("Topco") and one Class B Common Unit of Topco for each whole dollar in value of such percentage, and (iii) 40% of the RSU Consideration was paid through the issuance of one Class B Common Unit of Topco for each whole dollar in value of such percentage, where such Class B Common Unit of Topco shall be profits interests and vest over a period of five (5) years from the Effective Time.

(4) Pursuant to the terms of the Merger Agreement, options with an exercise price greater than $5.50 per share were cancelled without consideration

(5) Disposed of pursuant to the Merger Agreement, whereby such vested options were cancelled at the Effective Time and converted into the right to receive a total amount in cash, equal to the product of (x) excess of $5.50 over the exercise price per share of each stock option and (y) the number of shares underlying such stock option.

(6) Disposed of pursuant to the Merger Agreement, whereby such unvested options were cancelled at the Effective Time and converted into the right to receive consideration equal to the value of the product of the (x) excess of $5.50 over the exercise price per share of each stock option and (y) the number of shares underlying such stock options (the "Option Consideration"), whereby (i) 20% of the Option Consideration was paid in cash, (ii) 40% of the Option Consideration was paid through the issuance of one Class A Preferred Unit of Topco and one Class B Common Unit of Topco for each whole dollar in value of such percentage, and (iii) 40% of the Option Consideration was paid through the issuance of one Class B Common Unit of Topco for each whole dollar in value of such percentage, where such Class B Common Unit of Topco shall be deemed profits interests and vest over a period of five (5) years from the Effective Time.

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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