

THORNTON JOHN 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PACITTI CHRISTOPHER A

(Last) (First) (Middle)

**300 WEST SIXTH STREET, SUITE
2300**

(Street)

AUSTIN, TX 78701

(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 ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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	02/29/2012		C		13,096,110	A	<u>(1)</u>	13,096,110	I <u>(2)</u> By Austin Ventures VIII, L.P. <u>(2)</u>
Common Stock	02/29/2012		C		1,919,691	A	<u>(3)</u>	15,015,801	I <u>(2)</u> By Austin Ventures VIII, L.P. <u>(2)</u>
Common Stock	02/29/2012		C		546,993	A	<u>(4)</u>	15,562,794	I <u>(2)</u> By Austin Ventures VIII, L.P. <u>(2)</u>

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Common Stock	02/29/2012	C	576,923	A	<u>(5)</u>	16,139,717	I <u>(2)</u>	By Austin Ventures VIII, L.P. <u>(2)</u>
Common Stock	02/29/2012	S	1,613,972	D	\$ 12	14,525,745	I <u>(2)</u>	By Austin Ventures VIII, L.P. <u>(2)</u>

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 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 of Number of Shares
Series A Preferred Stock	<u>(1)</u>	02/29/2012		C	13,096,110	<u>(1)</u> <u>(1)</u>	Common Stock 13,096,110
Series B Preferred Stock	<u>(3)</u>	02/29/2012		C	1,919,691	<u>(3)</u> <u>(3)</u>	Common Stock 1,919,691
Series C Preferred Stock	<u>(4)</u>	02/29/2012		C	546,993	<u>(4)</u> <u>(4)</u>	Common Stock 546,993
Series D Preferred Stock	<u>(5)</u>	02/29/2012		C	576,923	<u>(5)</u> <u>(5)</u>	Common Stock 576,923

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PACITTI CHRISTOPHER A 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701	X	X		
AUSTIN VENTURES VIII LP 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		
AV PARTNERS VIII LP 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		
ARAGONA JOSEPH C 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		
DEANGELIS KENNETH P 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		
THORNTON JOHN D 300 WEST SIXTH STREET, SUITE 2300 AUSTIN, TX 78701		X		

Signatures

/s/ Bryan C. Barksdale (as Attorney-in-Fact for Christopher A. Pacitti)	02/29/2012
__Signature of Reporting Person	Date
/s/ Bryan C. Barksdale (as Attorney-in-Fact for Austin Ventures VIII, L.P.)	02/29/2012
__Signature of Reporting Person	Date
/s/ Bryan C. Barksdale (as Attorney-in-Fact for AV Partners VIII, L.P.)	02/29/2012
__Signature of Reporting Person	Date
/s/ Bryan C. Barksdale (as Attorney-in-Fact for Joseph C. Aragona)	02/29/2012
__Signature of Reporting Person	Date
/s/ Bryan C. Barksdale (as Attorney-in-Fact for Kenneth P. DeAngelis)	02/29/2012
__Signature of Reporting Person	Date
/s/ Bryan C. Barksdale (as Attorney-in-Fact for John D. Thornton)	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 Austin Ventures VIII, L.P. The general partner of Austin Ventures VIII, L.P. is AV Partners VIII, L.P. Joseph C. Aragona, Kenneth P. DeAngelis, Christopher A. Pacitti and John D. Thornton are the general partners of AV Partners VIII, L.P. and have voting and investment power over the shares held by Austin Ventures VIII, L.P. Such persons and entities disclaim beneficial ownership of the shares held by Austin Ventures VIII, L.P. except to the extent of any pecuniary interest therein.

(3) The Series B 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 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.

(5) 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:

Joseph C. Aragona, Kenneth P. DeAngelis, Christopher A. Pacitti and John D. Thornton are the general partners of AV Partners VIII, L.P. which serves as the general partner of Austin Ventures VIII, L.P. Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such reporting person's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such reporting person, and this report shall not be deemed an admission that such reporting person is the beneficial owner of any securities for purposes of Section 16 or for any other purpose.

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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