

Bazaarvoice Inc
Form SC 13G
February 13, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Bazaarvoice, Inc.

(Name of Issuer)

Common Stock, \$0.0001 Par Value

(Title of Class of Securities)

073271108

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 073271108

1. Names of Reporting Persons
Battery Ventures VIII, L.P. (BV8)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
2,908,576 shares, except that Battery Partners VIII, LLC (BP8), the general partner of BV8, and its investment advisor Battery Management Corp. (BMC, and together with BP8, the Battery VIII Companies) may be deemed to have sole power to direct the voting of these shares; each of Neeraj Agrawal (Agrawal), Michael Brown (Brown), Thomas J. Crotty (Crotty), Richard D. Frisbie (Frisbie), Kenneth P. Lawler (Lawler), Roger H. Lee (Lee), R. David Tabors (Tabors), and Scott R. Tobin (Tobin), each of whom is a managing member or officer of the Battery VIII Companies, may be deemed to have shared power to direct the voting of these shares.
6. Shared Voting Power
See response to row 5.
7. Sole Dispositive Power
2,908,576 shares, except that the Battery VIII Companies may be deemed to have sole power to direct the disposition of these shares; each of Agrawal, Brown, Crotty, Frisbie, Lawler, Lee, Tabors and Tobin, each of whom is a managing member or officer of the Battery VIII Companies, may be deemed to have shared power to direct the disposition of these shares.
8. Shared Dispositive Power
See response to row 7.
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,908,576 shares
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
3.70%
12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons
Battery Partners VIII, LLC (BP8)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
2,908,576 shares, which shares are directly owned by BV8, except that Agrawal, Brown, Crotty, Frisbie, Lawler, Lee, Tabors and Tobin, each of whom is a managing member or officer of the Battery VIII Companies, may be deemed to have shared power to direct the voting of these shares.
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
6. Shared Voting Power
See response to row 5.
7. Sole Dispositive Power
2,908,576 shares, which shares are directly owned by BV8, except that Agrawal, Brown, Crotty, Frisbie, Lawler, Lee, Tabors and Tobin, each of whom is a managing member or officer of the Battery VIII Companies, may be deemed to have shared power to direct the disposition of these shares.
8. Shared Dispositive Power
See response to row 7.
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,908,576 shares
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
3.70%
12. Type of Reporting Person (See Instructions)
OO

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1. Names of Reporting Persons
Battery Management Corp. (BMC)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Massachusetts
5. Sole Voting Power
2,908,576 shares, which shares are directly owned by BV8, except that Agrawal, Brown, Crotty, Frisbie, Lawler, Lee, Tabors and Tobin, each of whom is a managing member or officer of the Battery VIII Companies, may be deemed to have shared power to direct the voting of these shares.
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
6. Shared Voting Power
See response to row 5.
7. Sole Dispositive Power
2,908,576 shares, which shares are directly owned by BV8, except that Agrawal, Brown, Crotty, Frisbie, Lawler, Lee, Tabors and Tobin, each of whom is a managing member or officer of the Battery VIII Companies, may be deemed to have shared power to direct the disposition of these shares.
8. Shared Dispositive Power
See response to row 7.
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,908,576 shares
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
3.70%
12. Type of Reporting Person (See Instructions)
OO

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CUSIP No. 073271108

- | | | |
|-----|--|---|
| 1. | Names of Reporting Persons
Neeraj Agrawal | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input checked="" type="radio"/> | x |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
USA | |
| 5. | Sole Voting Power
89,180 shares, of which 34,954 shares represent shares under a restricted stock grant held by Agrawal. | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
2,908,576 shares, which shares are directly owned by BV8. Agrawal is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the voting of these shares. | |
| 7. | Sole Dispositive Power
74,430, of which 20,204 shares represent shares that have vested or will vest within 60 days of December 31, 2014 pursuant to a restricted stock grant held by Agrawal. | |
| 8. | Shared Dispositive Power
2,908,576 shares, which shares are directly owned by BV8. Agrawal is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the disposition of these shares. | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,997,756 shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.81% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

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- | | | |
|-----|--|-----------------------|
| 1. | Names of Reporting Persons
Michael Brown | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input checked="" type="radio"/> | x |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
USA | |
| 5. | Sole Voting Power | 0 |
| 6. | Shared Voting Power
2,908,576 shares, which shares are directly owned by BV8. Brown is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the voting of these shares. | |
| 7. | Sole Dispositive Power | 0 |
| 8. | Shared Dispositive Power
2,908,576 shares, which shares are directly owned by BV8. Brown is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the disposition of these shares. | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,908,576 shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
3.70% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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1. Names of Reporting Persons
Thomas J. Crotty
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
USA
5. Sole Voting Power
0
6. Shared Voting Power
2,908,576 shares, which shares are directly owned by BV8. Crotty is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the voting of these shares.
7. Sole Dispositive Power
0
8. Shared Dispositive Power
2,908,576 shares, which shares are directly owned by BV8. Crotty is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the disposition of these shares.
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,908,576 shares
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
3.70%
12. Type of Reporting Person (See Instructions)
IN
- Number of Shares Beneficially Owned by Each Reporting Person With

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- | | | |
|-----|--|---|
| 1. | Names of Reporting Persons
Richard D. Frisbie | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input checked="" type="radio"/> | x |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
USA | |
| 5. | Sole Voting Power
0 | |
| 6. | Shared Voting Power
2,908,576 shares, which shares are directly owned by BV8. Frisbie is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the voting of these shares. | |
| 7. | Sole Dispositive Power
0 | |
| 8. | Shared Dispositive Power
2,908,576 shares, which shares are directly owned by BV8. Frisbie is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the disposition of these shares. | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,908,576 shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.70% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Kenneth P. Lawler | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input checked="" type="radio"/> | x |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
USA | |
| 5. | Sole Voting Power
0 | |
| 6. | Shared Voting Power
2,908,576 shares, which shares are directly owned by BV8. Lawler is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the voting of these shares. | |
| 7. | Sole Dispositive Power
0 | |
| 8. | Shared Dispositive Power
2,908,576 shares, which shares are directly owned by BV8. Lawler is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the disposition of these shares. | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,908,576 shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.70% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Roger H. Lee | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input checked="" type="radio"/> | x |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
USA | |
| 5. | Sole Voting Power
27,000 | |
| 6. | Shared Voting Power
2,908,576 shares, which shares are directly owned by BV8.
Lee is a managing member or officer of the Battery VIII
Companies, and may be deemed to have shared power to
direct the voting of these shares. | |
| 7. | Sole Dispositive Power
27,000 | |
| 8. | Shared Dispositive Power
2,908,576 shares, which shares are directly owned by BV8.
Lee is a managing member or officer of the Battery VIII
Companies, and may be deemed to have shared power to
direct the disposition of these shares. | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,935,576 shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.73% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
R. David Tabors | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
USA | |
| 5. | Sole Voting Power
0 | |
| 6. | Shared Voting Power
2,908,576 shares, which shares are directly owned by BV8. Tabors is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the voting of these shares. | Number of Shares Beneficially Owned by Each Reporting Person With |
| 7. | Sole Dispositive Power
0 | |
| 8. | Shared Dispositive Power
2,908,576 shares, which shares are directly owned by BV8. Tabors is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the disposition of these shares. | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,908,576 shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.70% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

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- | | | |
|-----|--|---|
| 1. | Names of Reporting Persons
Scott R. Tobin | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | o |
| | (b) <input checked="" type="radio"/> | x |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
USA | |
| 5. | Sole Voting Power
0 | |
| 6. | Shared Voting Power
2,908,576 shares, which shares are directly owned by BV8. Tobin is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the voting of these shares. | |
| 7. | Sole Dispositive Power
0 | |
| 8. | Shared Dispositive Power
2,908,576 shares, which shares are directly owned by BV8. Tobin is a managing member or officer of the Battery VIII Companies, and may be deemed to have shared power to direct the disposition of these shares. | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,908,576 shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.70% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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Item 1.

- (a) Name of Issuer
Bazaarvoice, Inc.
- (b) Address of Issuer's Principal Executive Offices
3900 N. Capital of Texas Highway, Suite 300

Austin, Texas 78746

Item 2.

- (a) Name of Person Filing
Battery Ventures VIII, L.P. (BV8), Battery Partners VIII, LLC (BP8 LLC), Battery Management Corp. (BMC), Neeraj Agrawal (Agrawal), Michael Brown (Brown), Thomas J. Crotty (Crotty), Richard D. Frisbie (Frisbie), Kenneth P. Lawler (Lawler), Roger H. Lee (Lee), R. David Tabors (Tabors) and Scott R. Tobin (Tobin). The foregoing entities and individuals are collectively referred to as the Reporting Persons.

Messrs. Agrawal, Brown, Crotty, Frisbie, Lawler, Lee, Tabors and Tobin are the sole managing members of BP8, the general partner of BV8 and/or the officers of BMC, the investment advisor to BP8.

- (b) Address of Principal Business Office or, if none, Residence
Battery Ventures

One Marina Park Drive

Suite 1100

Boston, MA 02210

- (c) Citizenship
Agrawal, Brown, Crotty, Frisbie, Lawler, Lee, Tabors and Tobin are United States citizens. BV8 is a limited partnership organized under the laws of the State of Delaware. BP8 is a limited liability company organized under the laws of the State of Delaware. BMC is a corporation organized under the laws of the Commonwealth of Massachusetts.
- (d) Title of Class of Securities
Common Stock, \$0.0001 Par Value
- (e) CUSIP Number
073271108

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j)
 - o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The approximate percentages of Common Stock reported as beneficially owned by the Reporting Persons is based upon 78,634,797 shares of Common Stock outstanding as of December 1, 2014, as reported in the Issuer's Form 10-Q filed on 12/5/2014.

- (a) Amount beneficially owned:
 - See Row 9 of cover page for each Reporting Person.
 - (b) Percent of class:
 - See Row 11 of cover page for each Reporting Person.
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) See Row 5 of cover page for each Reporting Person.
Shared power to vote or to direct the vote
 - (iii) See Row 6 of cover page for each Reporting Person.
Sole power to dispose or to direct the disposition of
 - (iv) See Row 7 of cover page for each Reporting Person.
Shared power to dispose or to direct the disposition of
- See Row 8 of cover page for each Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Under certain circumstances set forth in the limited partnership agreement of BV8, the general and limited partners may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by BV8.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

N/A

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10.

Certification

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BATTERY VENTURES VIII, L.P.

By: Battery Partners VIII, LLC

By: *
Managing Member

BATTERY PARTNERS VIII, LLC

By: *
Managing Member

BATTERY MANAGEMENT CORP.

By: *
Chief Financial Officer

NEERAJ AGRAWAL

By: *
Neeraj Agrawal

MICHAEL BROWN

By: *
Michael Brown

THOMAS J. CROTTY

By: *
Thomas J. Crotty

RICHARD D. FRISBIE

By: *
Richard D. Frisbie

KENNETH P. LAWLER

By: *
Kenneth P. Lawler

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ROGER H. LEE

By: *

Roger H. Lee

R. DAVID TABORS

By: *

R. David Tabors

SCOTT R. TOBIN

By: *

Scott R. Tobin

*By: /s/ Christopher Schiavo
Name: Christopher Schiavo
Attorney-in-Fact

This Schedule 13G was executed pursuant to a Power of Attorney. Note that copies of the applicable Powers of Attorney are already on file with the appropriate agencies.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).